

THE AMAZING SPIDER-MAN®



MARVEL MASTERWORKS®

BY STAN LEE & STEVE DITKO

WITH JOHN ROMITA

MARVEL



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 WITH JOHN ROMITA



THE MARVEL MASTERWORKS PROUDLY PRESENT
 THE WORLD'S MOST FAMOUS COMICS AND SUPER
 HEROES FROM THEIR VERY BEGINNINGS IN A SERIES
 OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

COLLECTING *The Amazing Spider-Man* #31-40





MARVEL
POP
ART 12¢
PRODUCTIONS

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

31
DEC

"IF THIS BE MY DESTINY..."

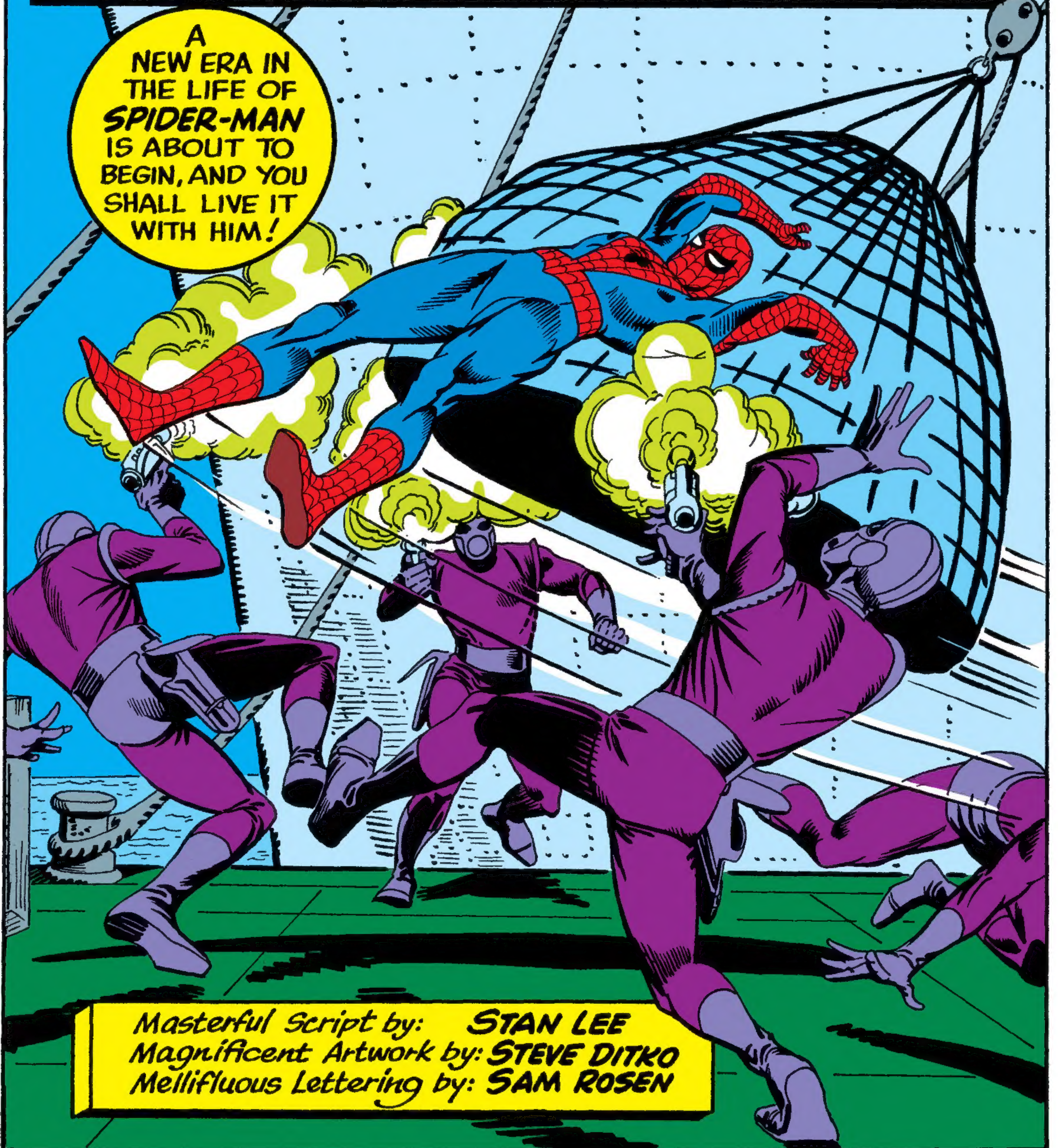


DEDICATED TO YOU, THE
GREAT NEW MARVEL
BREED OF READER!

The AMAZING SPIDER-MAN!

**"IF THIS
BE MY
DESTINY...!"**

A
NEW ERA IN
THE LIFE OF
SPIDER-MAN
IS ABOUT TO
BEGIN, AND YOU
SHALL LIVE IT
WITH HIM!



Masterful Script by: **STAN LEE**
Magnificent Artwork by: **STEVE DITKO**
Mellifluous Lettering by: **SAM ROSEN**

IN THE DEAD OF NIGHT A TEAM OF STRANGELY-GARBED MEN DESCENDS UPON A PLANT WHICH PRODUCES RADIOACTIVE ATOMIC DEVICES...

SO FAR OUR TIME-TABLE IS PERFECT! WE SHOULD BE FINISHED WITHIN EXACTLY FOUR AND A HALF MINUTES!

WE FOUND WHAT WE CAME FOR! QUICKLY, GIVE THE SIGNAL FOR DEPARTURE!

IT WENT LIKE CLOCKWORK! WE STILL HAVE THIRTY SECONDS TO SPARE!

HEY! WHAT'S GOING ON...?? UHH...**KOFF**...**KOFF**...

A **GUARD!** ONE QUICK DOSE OF **SLEEP-GAS** WILL CURB HIS CURIOSITY!

ALL OF YOU... GET ABOARD! OUR STRATEGY WAS ONE HUNDRED PERCENT EFFECTIVE!

BUT, DUE TO THE FACT THAT **ANOTHER** NOCTURNAL VISITOR HAPPENS TO BE IN THE SAME AREA, THE PERCENTAGE IS WHITTLED DOWN JUST A BIT...

WHATEVER THOSE CHARACTERS WERE UP TO, IT CAN'T BE ANYTHING **GOOD!**

SO THEIR FRIENDLY NEIGHBORHOOD **SPIDER-MAN** WILL JUST TAG ALONG!

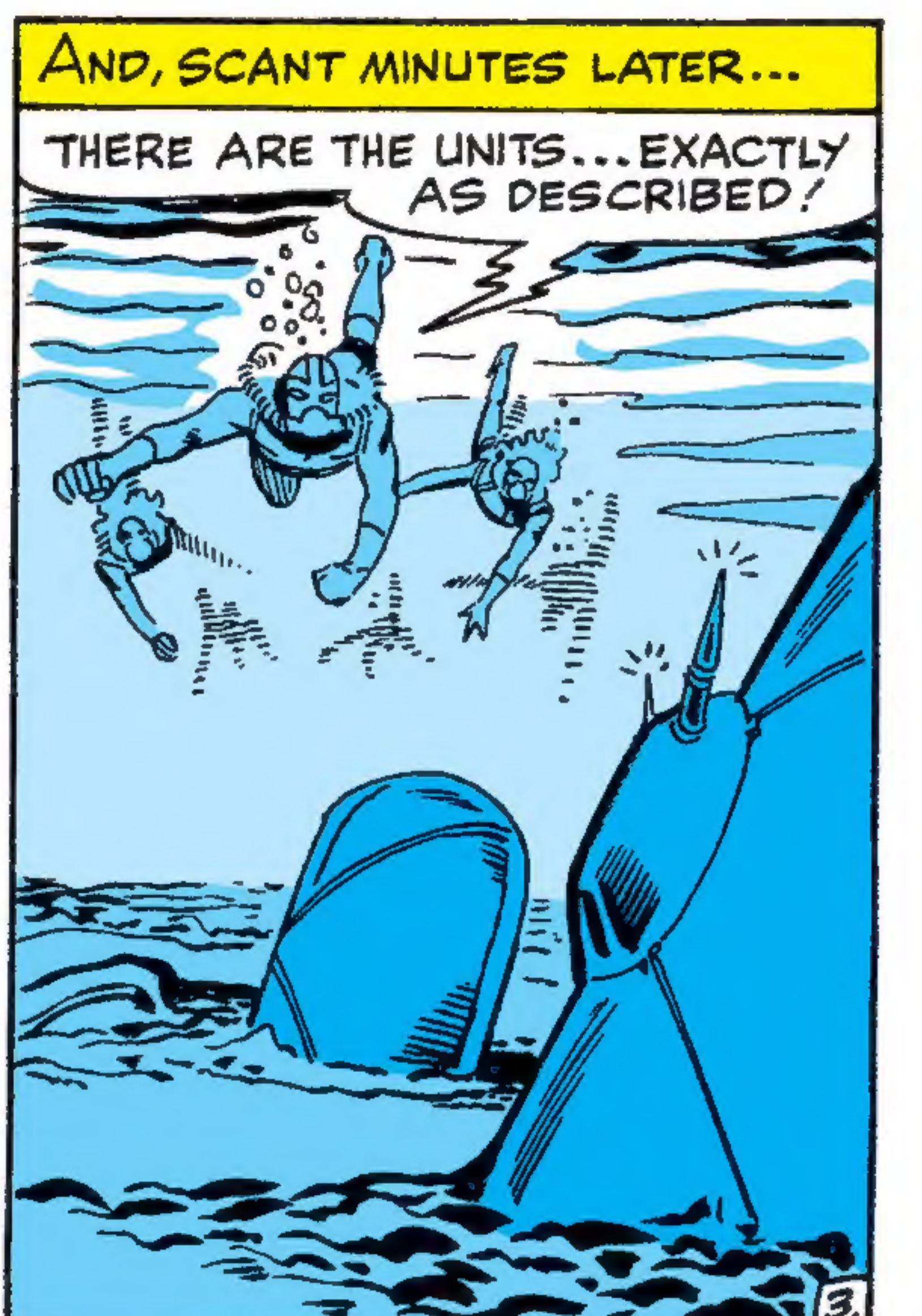
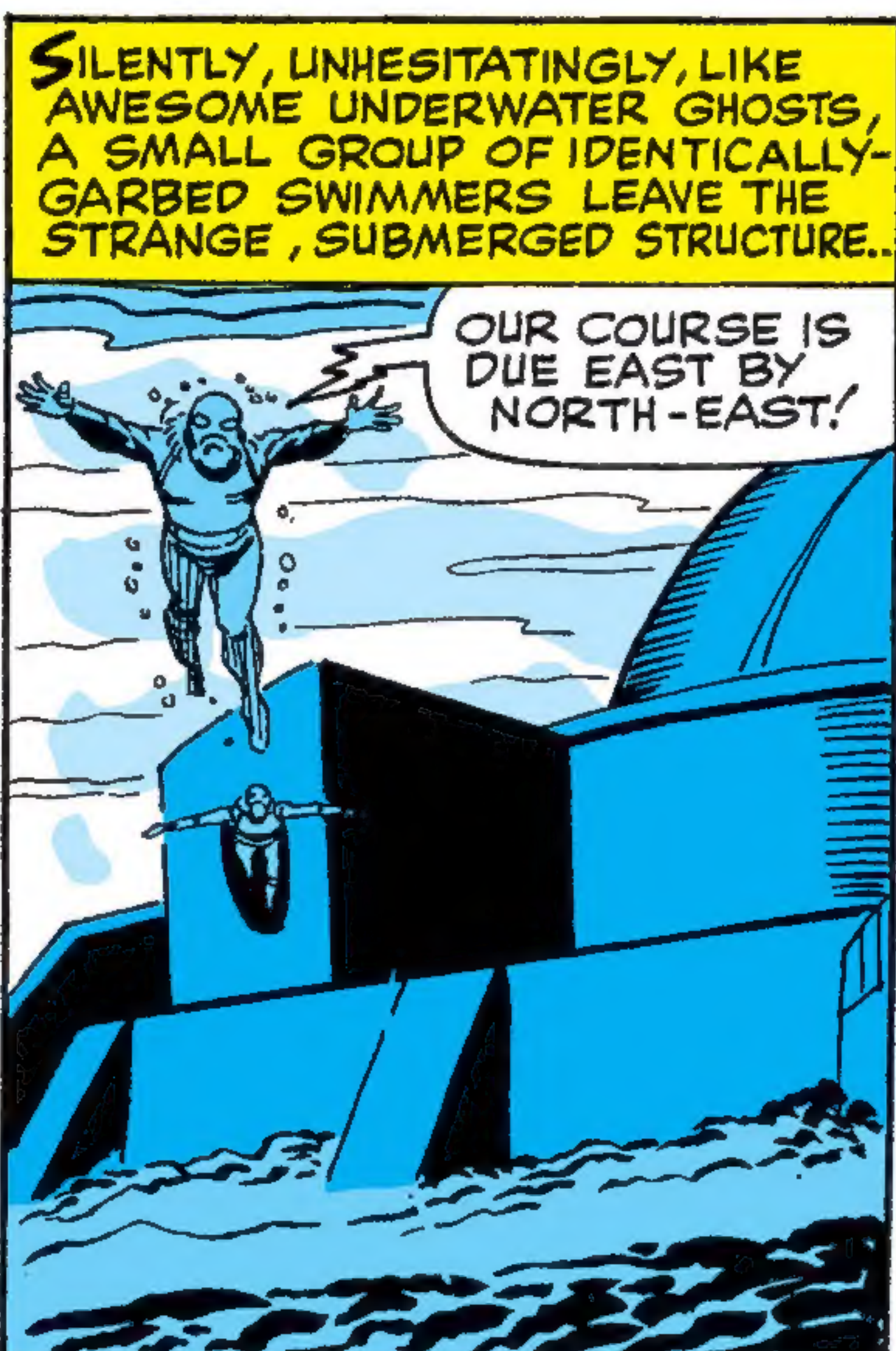
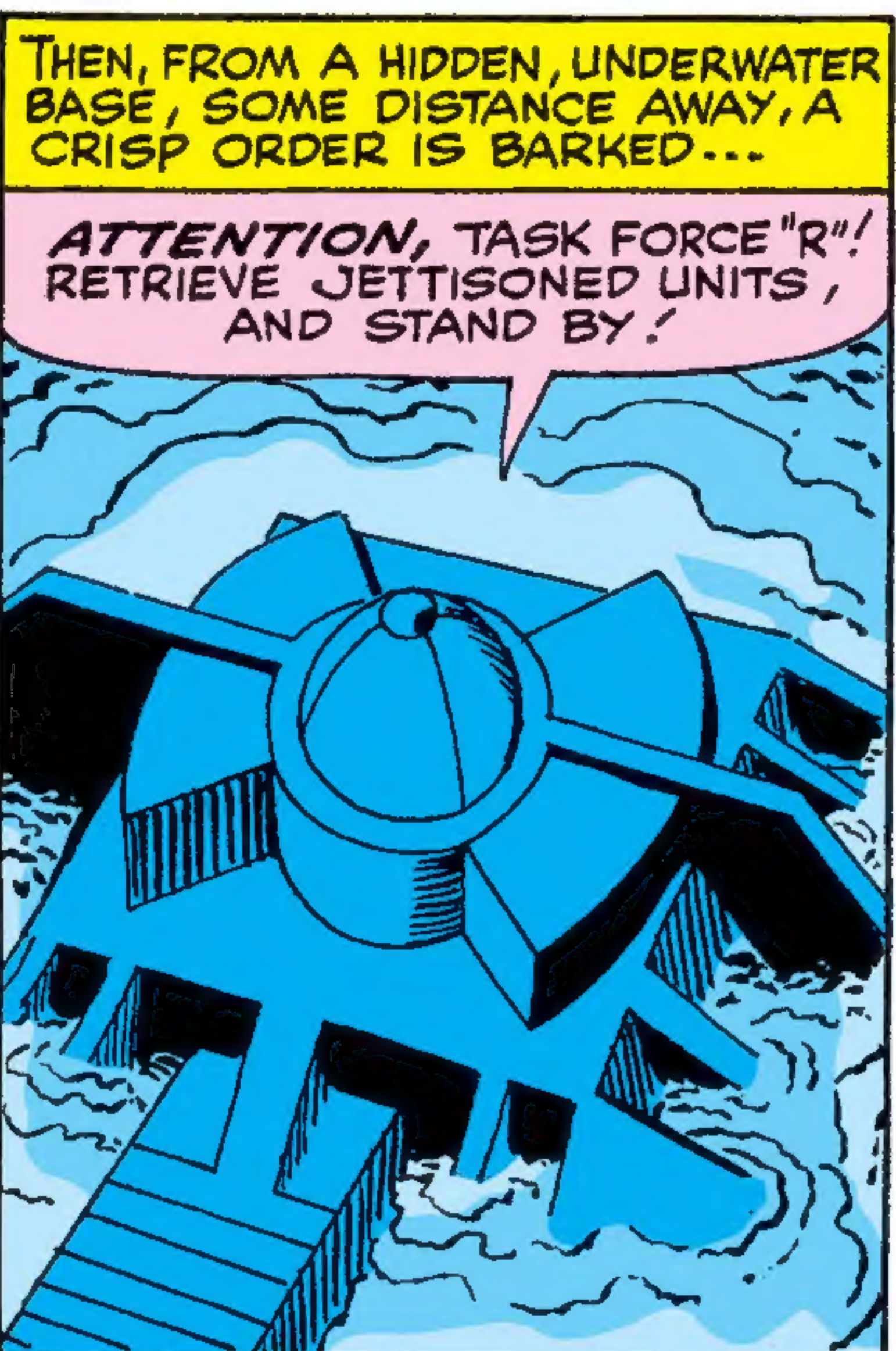
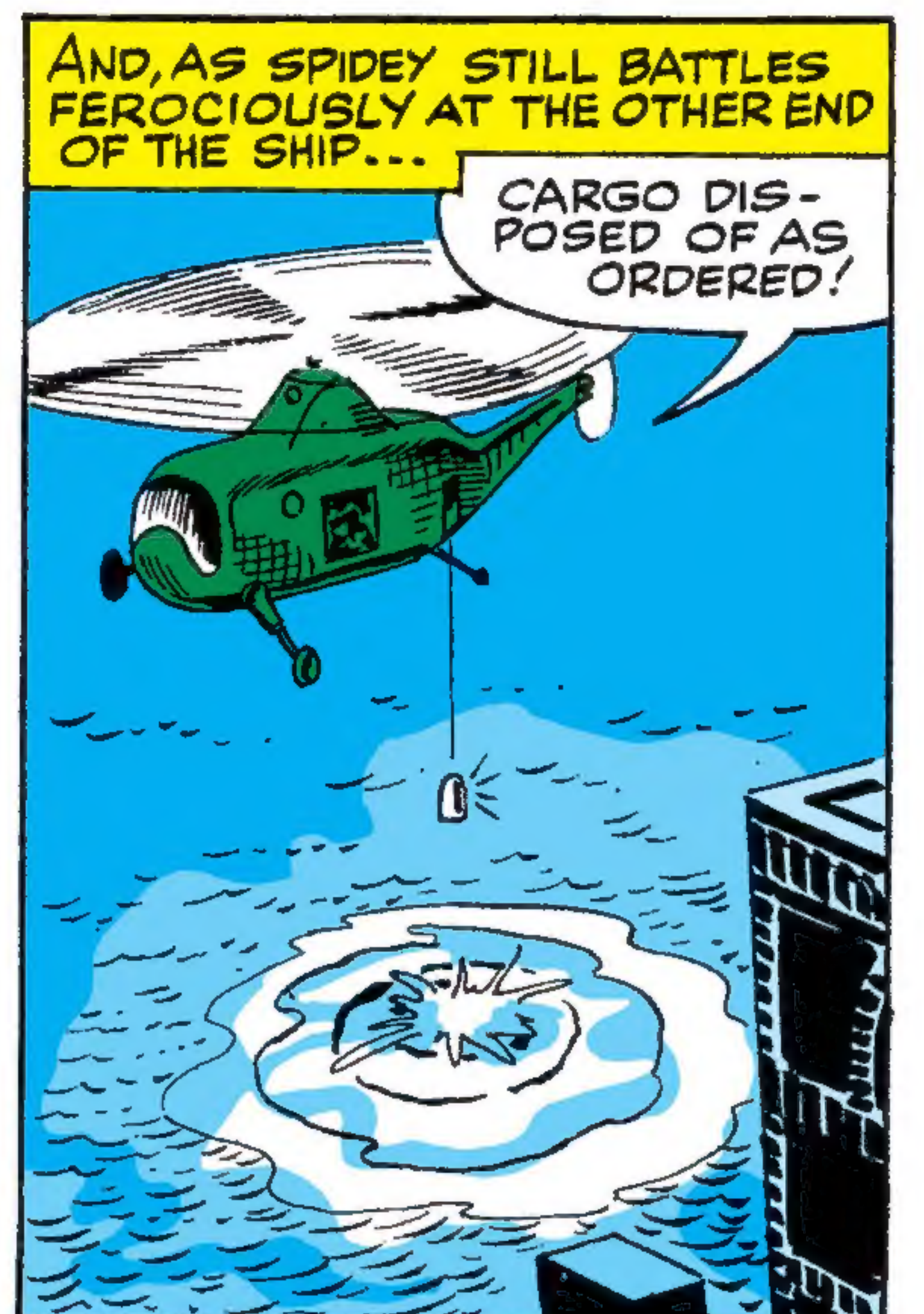
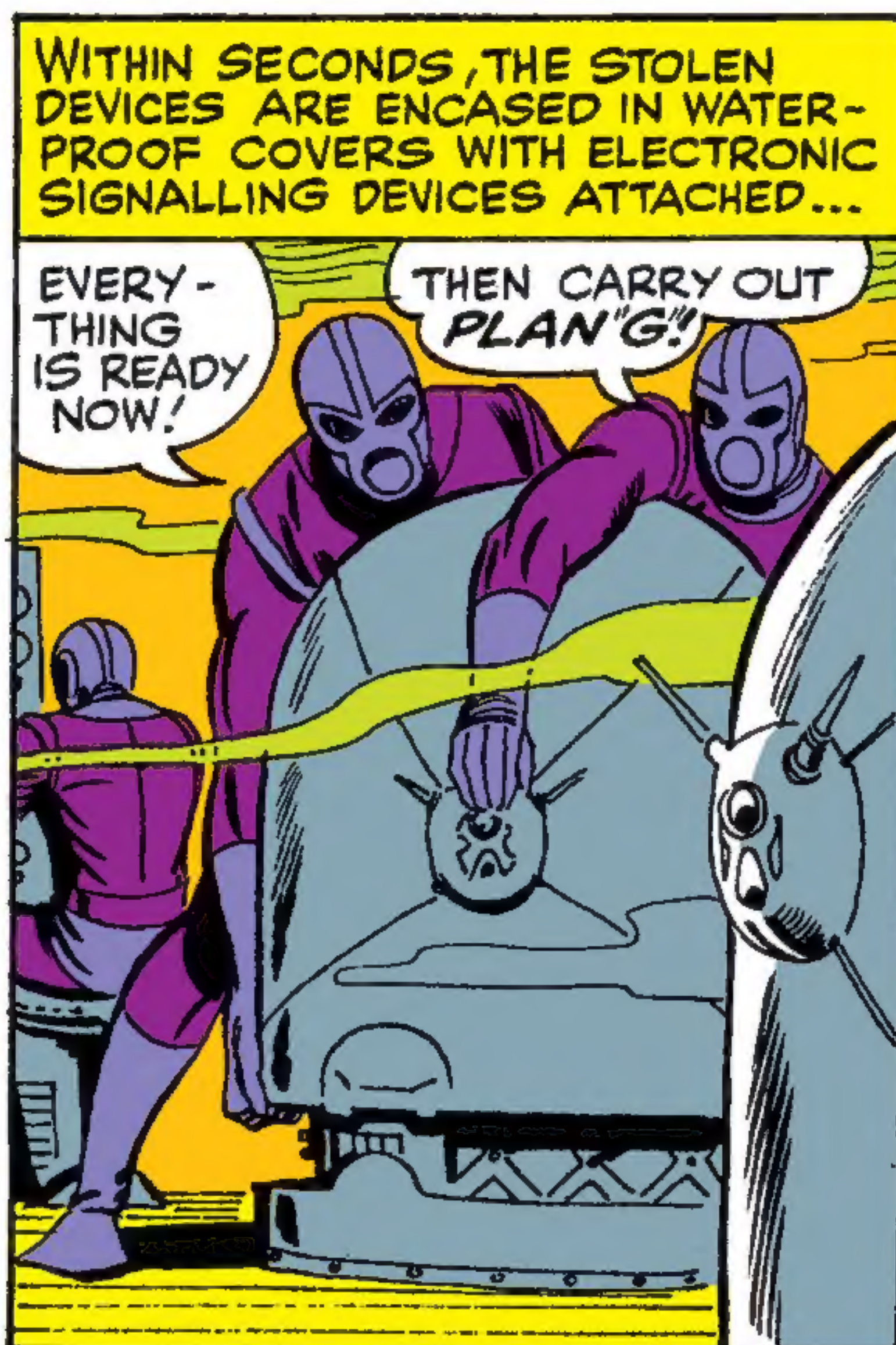
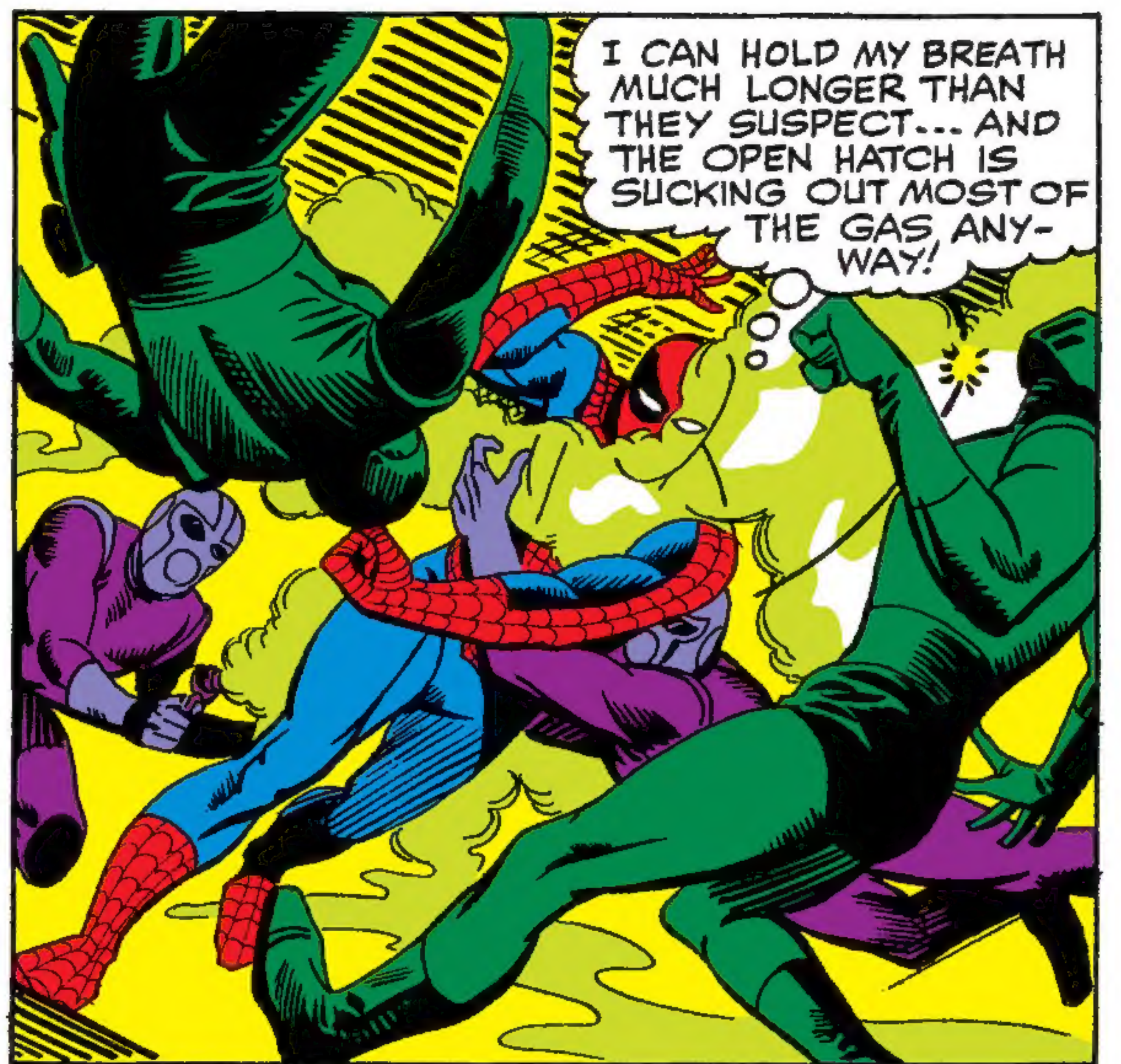
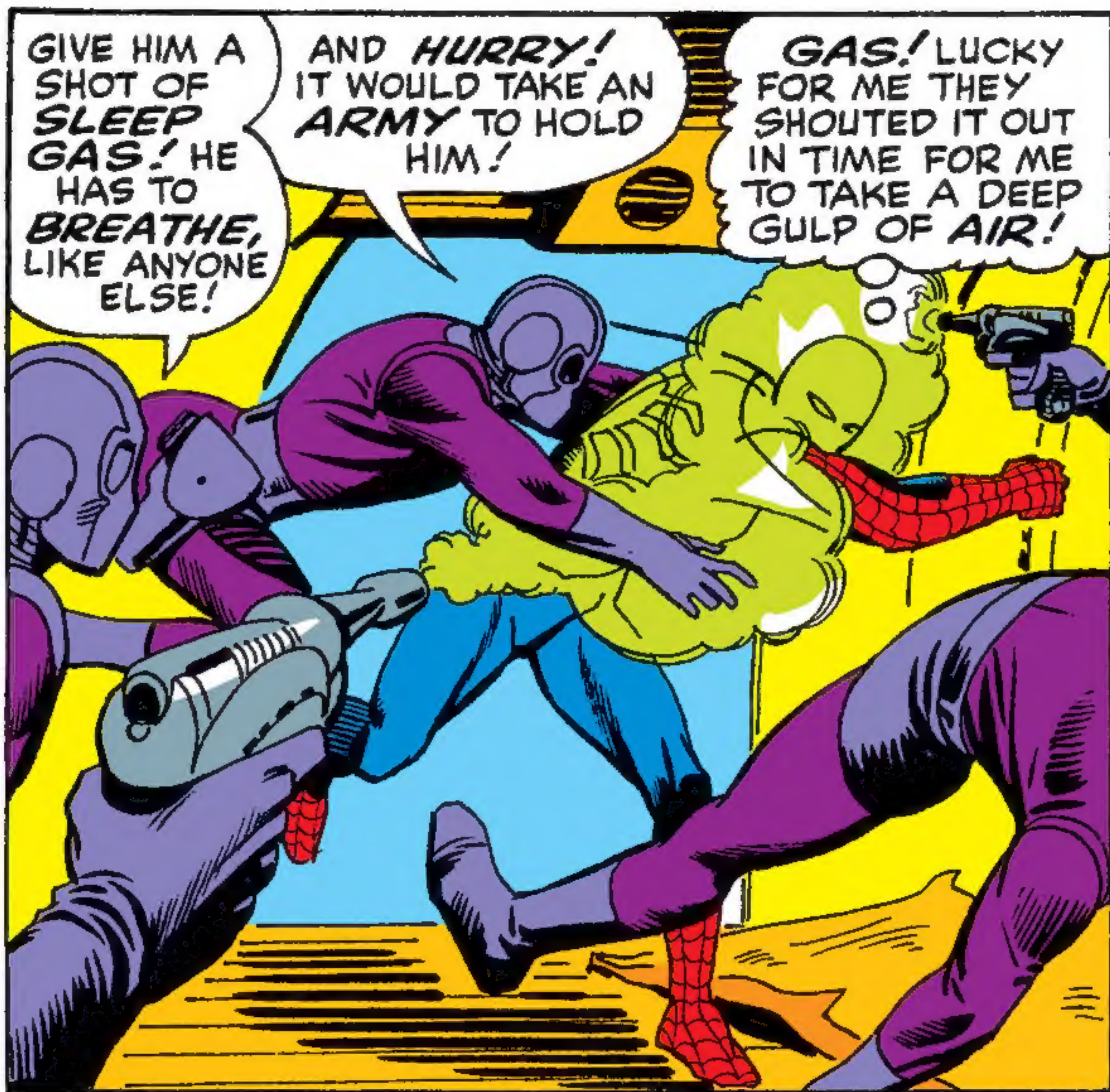
ANY CROOKS WHO CAN AFFORD A GETAWAY VEHICLE LIKE **THIS** MUST BE REAL **OPERATORS!**

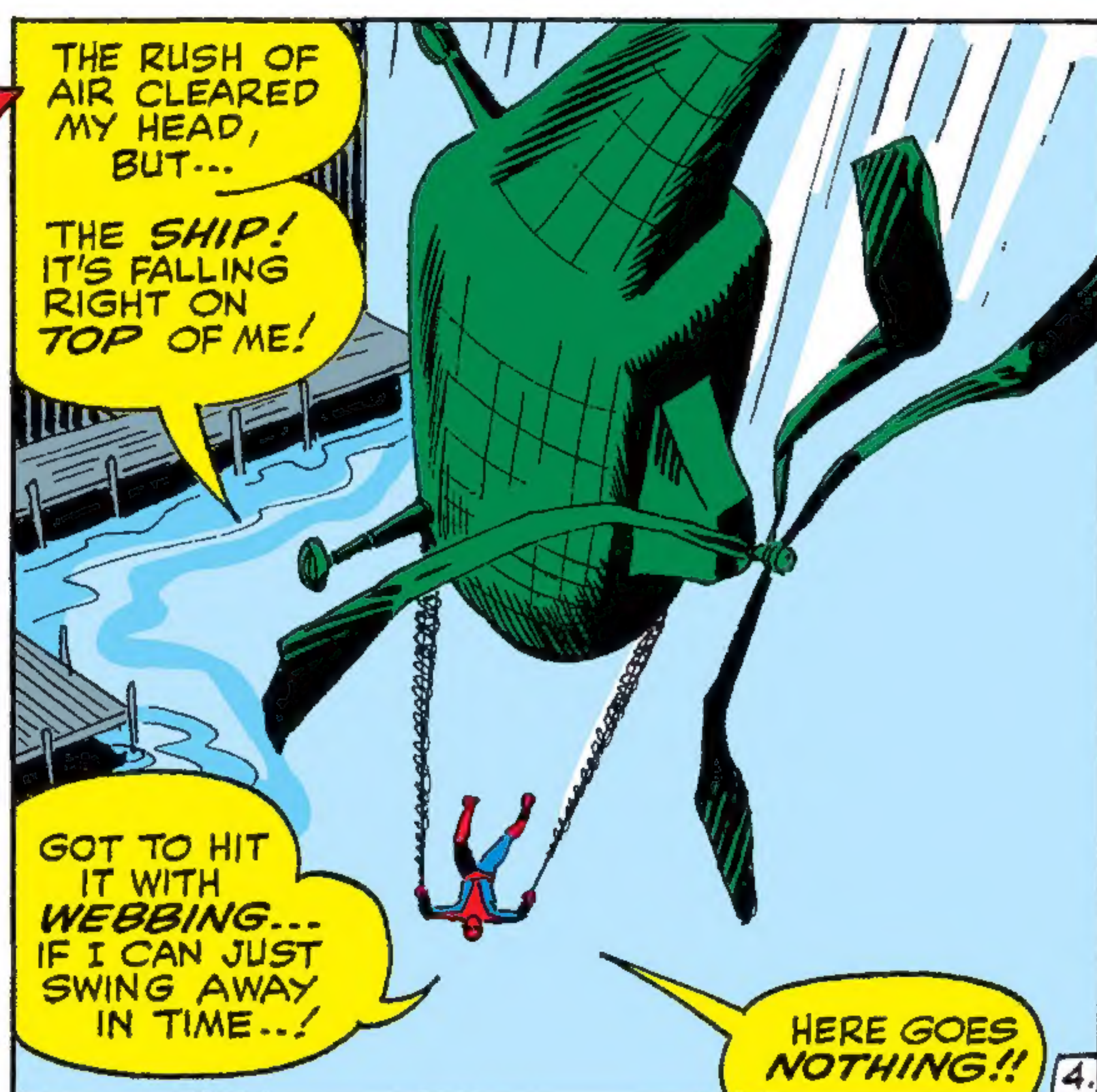
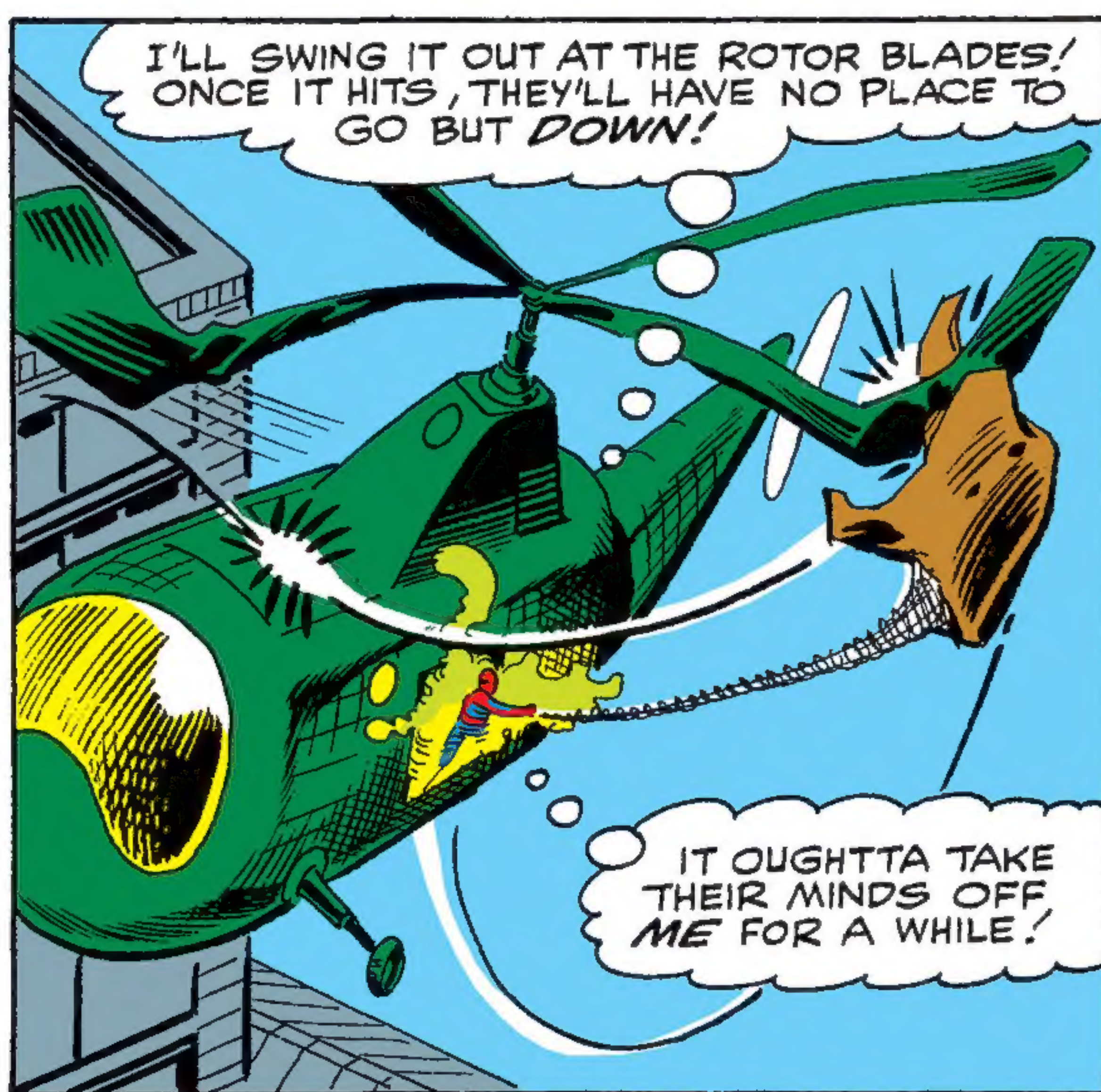
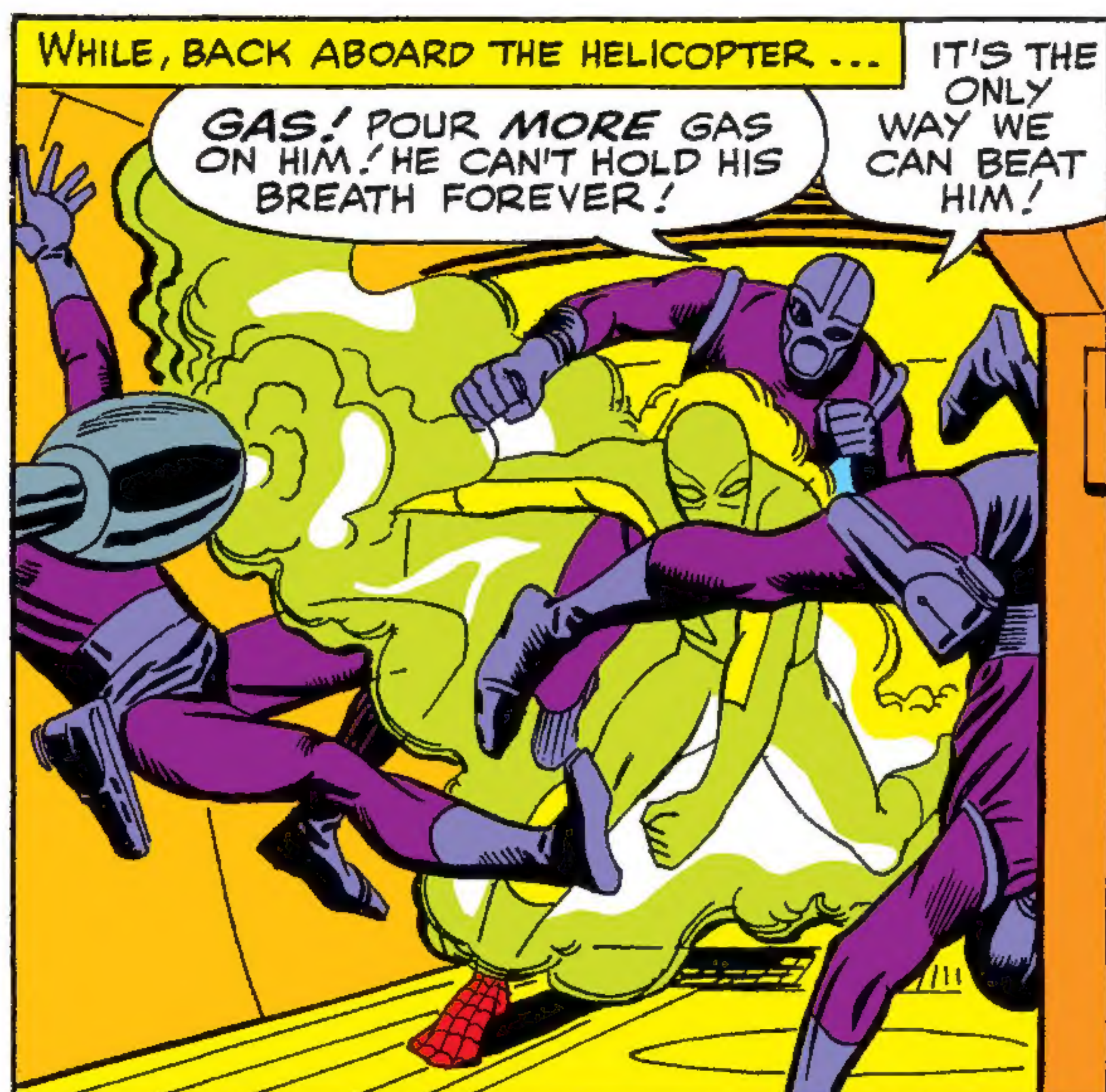
IT'S NICE TO KNOW I'M SWINGIN' IN THE **BIG TIME!**

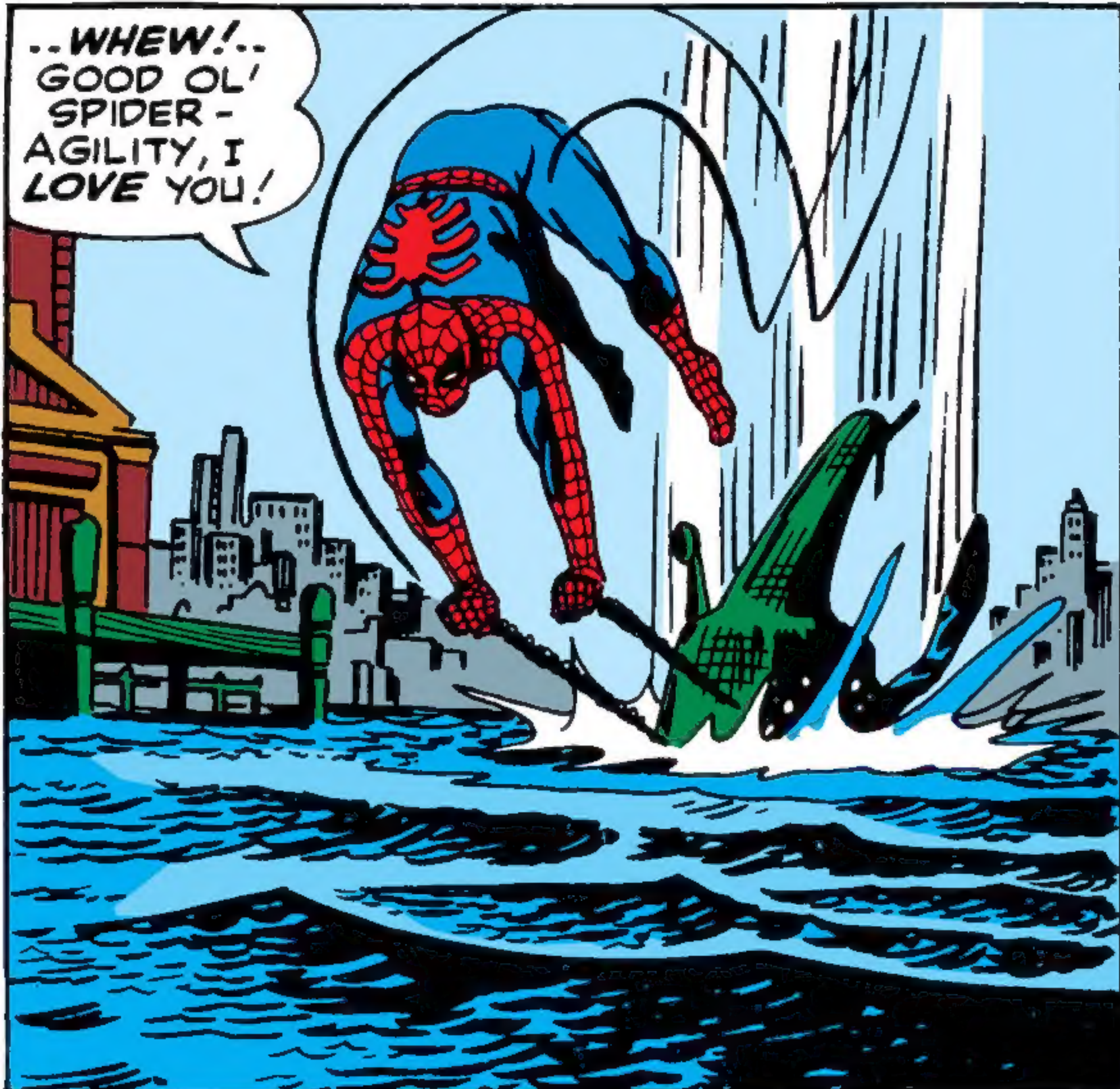
IT'S **SPIDER-MAN!** GIVE THE GENT A **CIGAR!** HE JUST SAID THE **MAGIC WORD!**

YOU'VE BITTEN OFF MORE THAN YOU CAN CHEW **THIS TIME!**

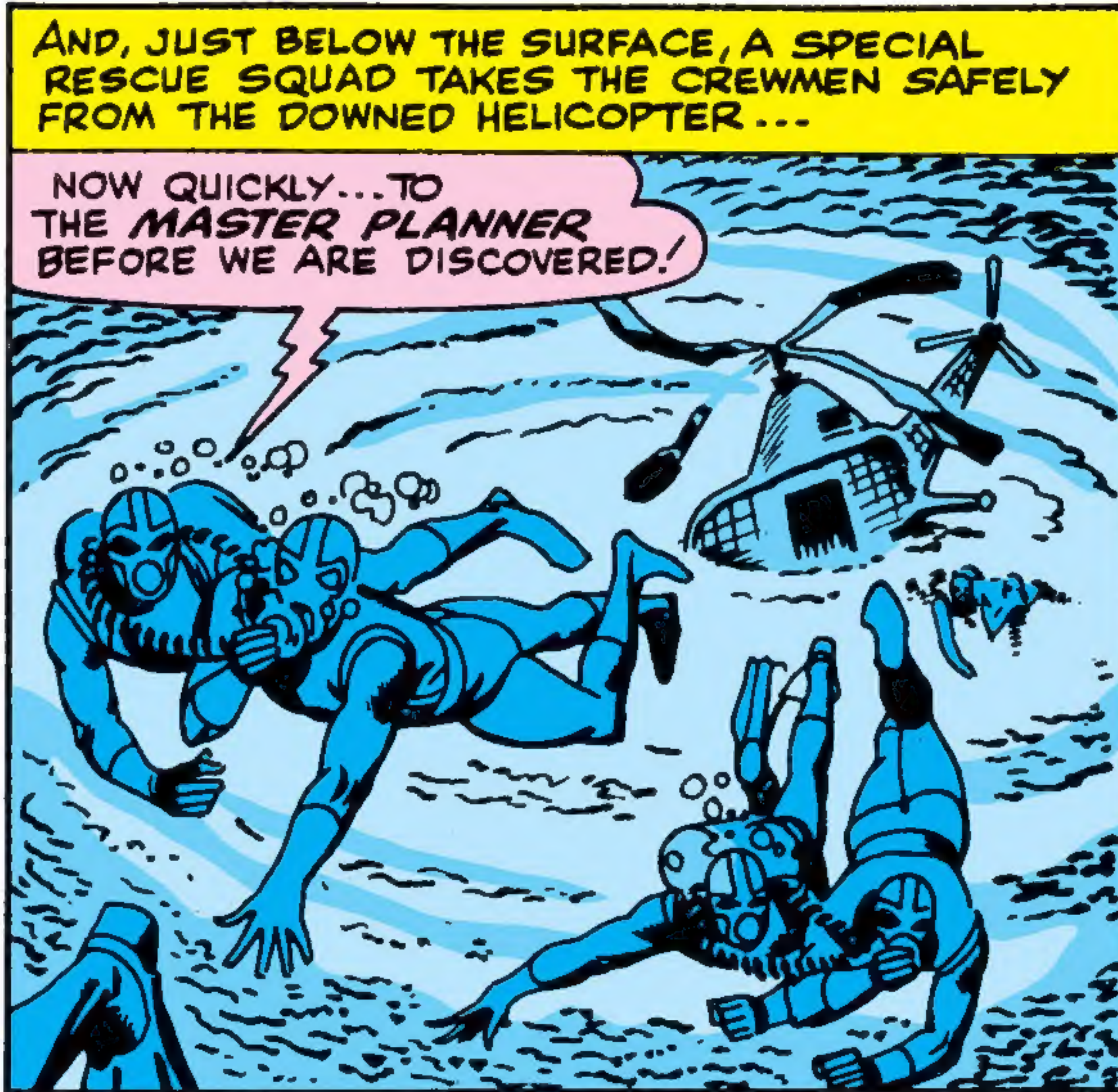
THOOM!







...WHEW!...
GOOD OL' SPIDER-
AGILITY, I
LOVE YOU!



AND, JUST BELOW THE SURFACE, A SPECIAL
RESCUE SQUAD TAKES THE CREWMEN SAFELY
FROM THE DOWNED HELICOPTER...

NOW QUICKLY...TO
THE **MASTER PLANNER**
BEFORE WE ARE DISCOVERED!



THAT'S STRANGE! NO ONE'S
SURFACED YET! THEY MAY
STILL BE TRAPPED INSIDE THE
SINKING PLANE!

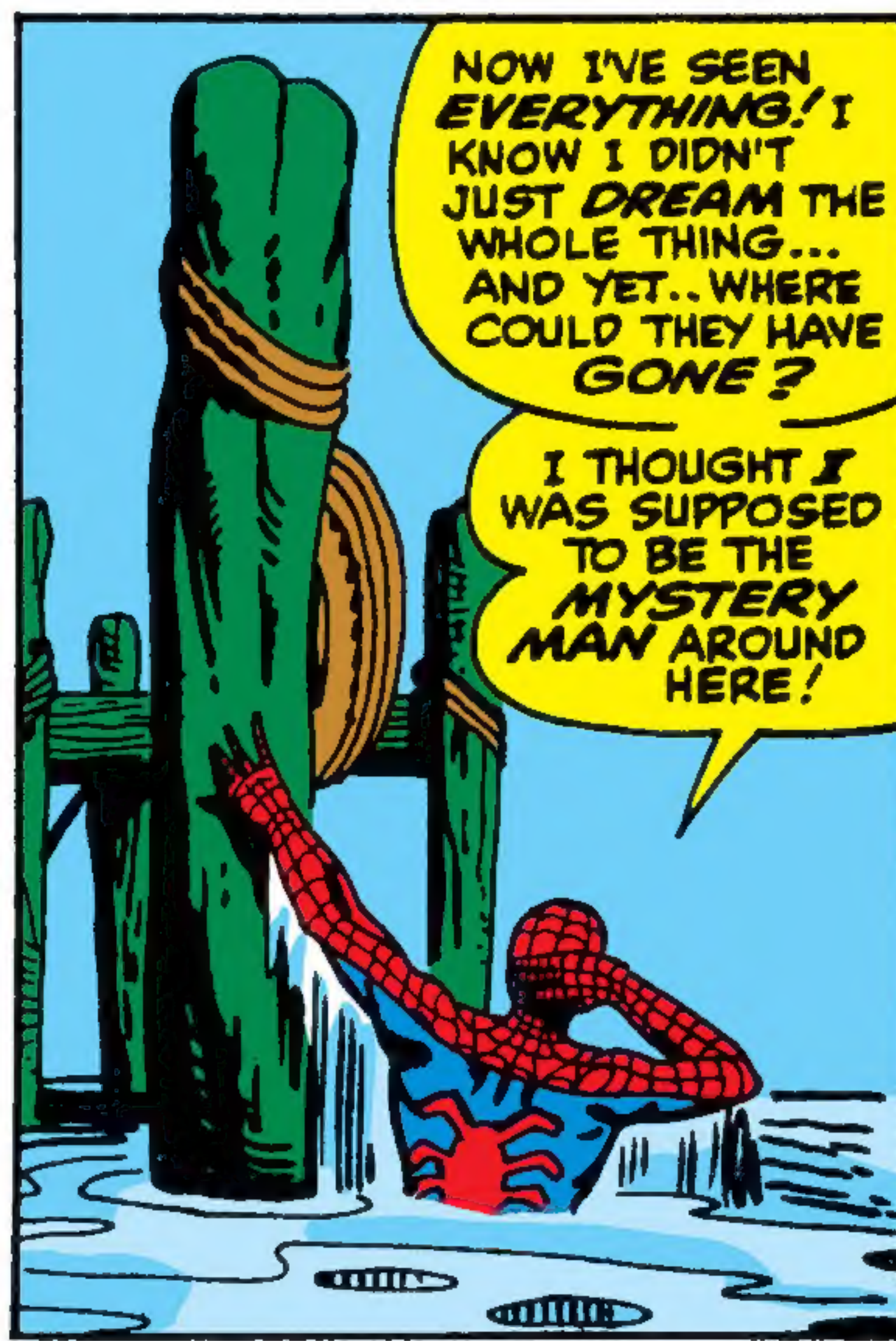
I CAN'T
JUST LET
THEM
DROWN..

EVEN
THOUGH
THEY
PROBABLY
DESERVE
TO!



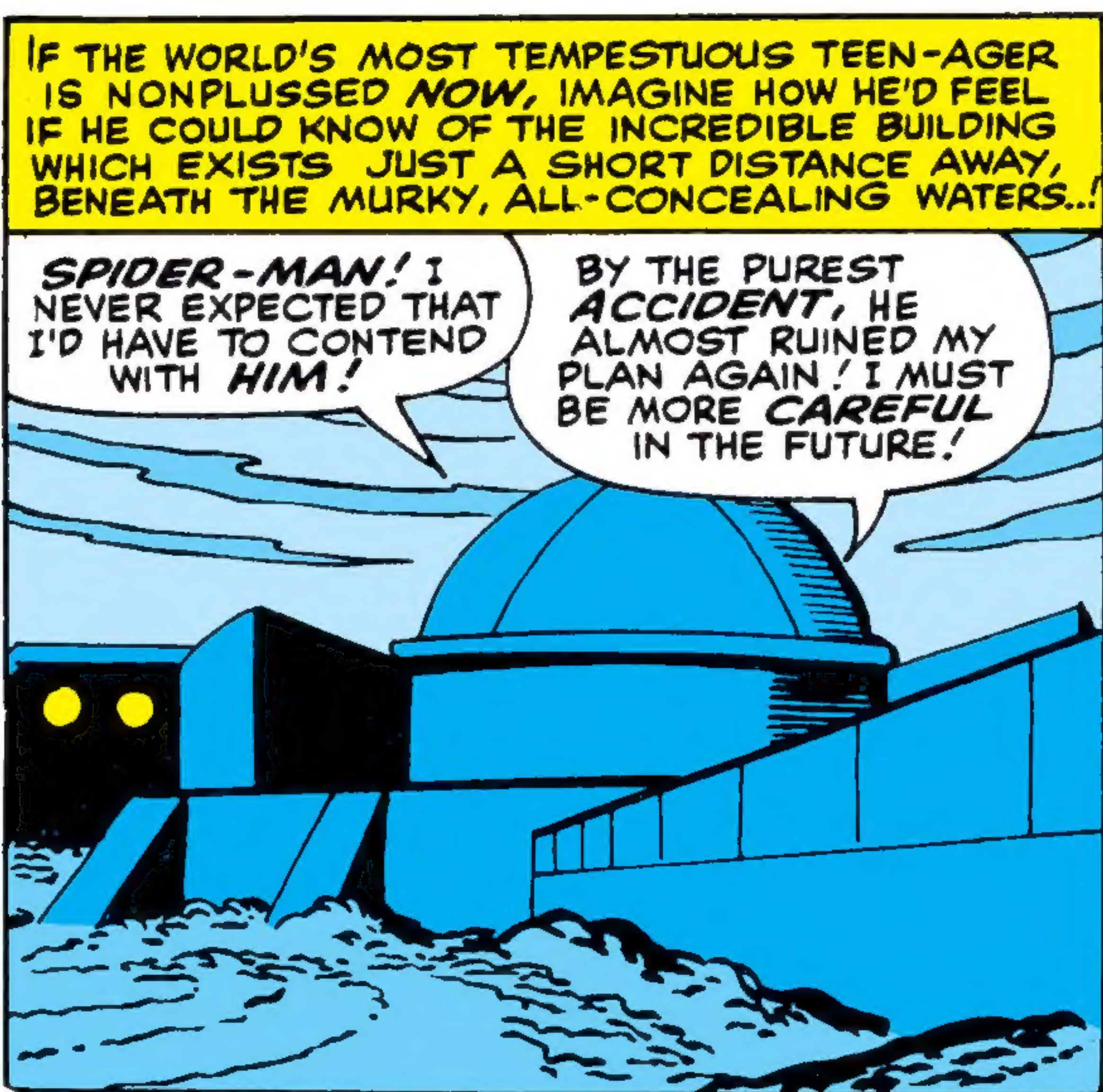
BUT, SECONDS LATER...

I DON'T
GET IT! IT'S
COMPLETELY
EMPTY!



NOW I'VE SEEN
EVERYTHING! I
KNOW I DIDN'T
JUST **DREAM** THE
WHOLE THING...
AND YET... WHERE
COULD THEY HAVE
GONE?

I THOUGHT I
WAS SUPPOSED
TO BE THE
MYSTERY
MAN AROUND
HERE!



IF THE WORLD'S MOST TEMPESTUOUS TEEN-AGER
IS NONPLUSSSED **NOW**, IMAGINE HOW HE'D FEEL
IF HE COULD KNOW OF THE INCREDIBLE BUILDING
WHICH EXISTS JUST A SHORT DISTANCE AWAY,
BENEATH THE MURKY, ALL-CONCEALING WATERS...!

SPIDER-MAN! I
NEVER EXPECTED THAT
I'D HAVE TO CONTEND
WITH **HIM!**

BY THE PUREST
ACCIDENT, HE
ALMOST RUINED MY
PLAN AGAIN! I MUST
BE MORE **CAREFUL**
IN THE FUTURE!



IT IS VITALLY IMPORTANT THAT **NONE**
SUSPECT WHO I AM, NOR WHAT MY
PURPOSE IS UNTIL MY PLANS HAVE
ALL BEEN **COMPLETED!**

AND THEN, IT WILL BE
TOO LATE FOR **ANY-**
ONE TO STOP ME!

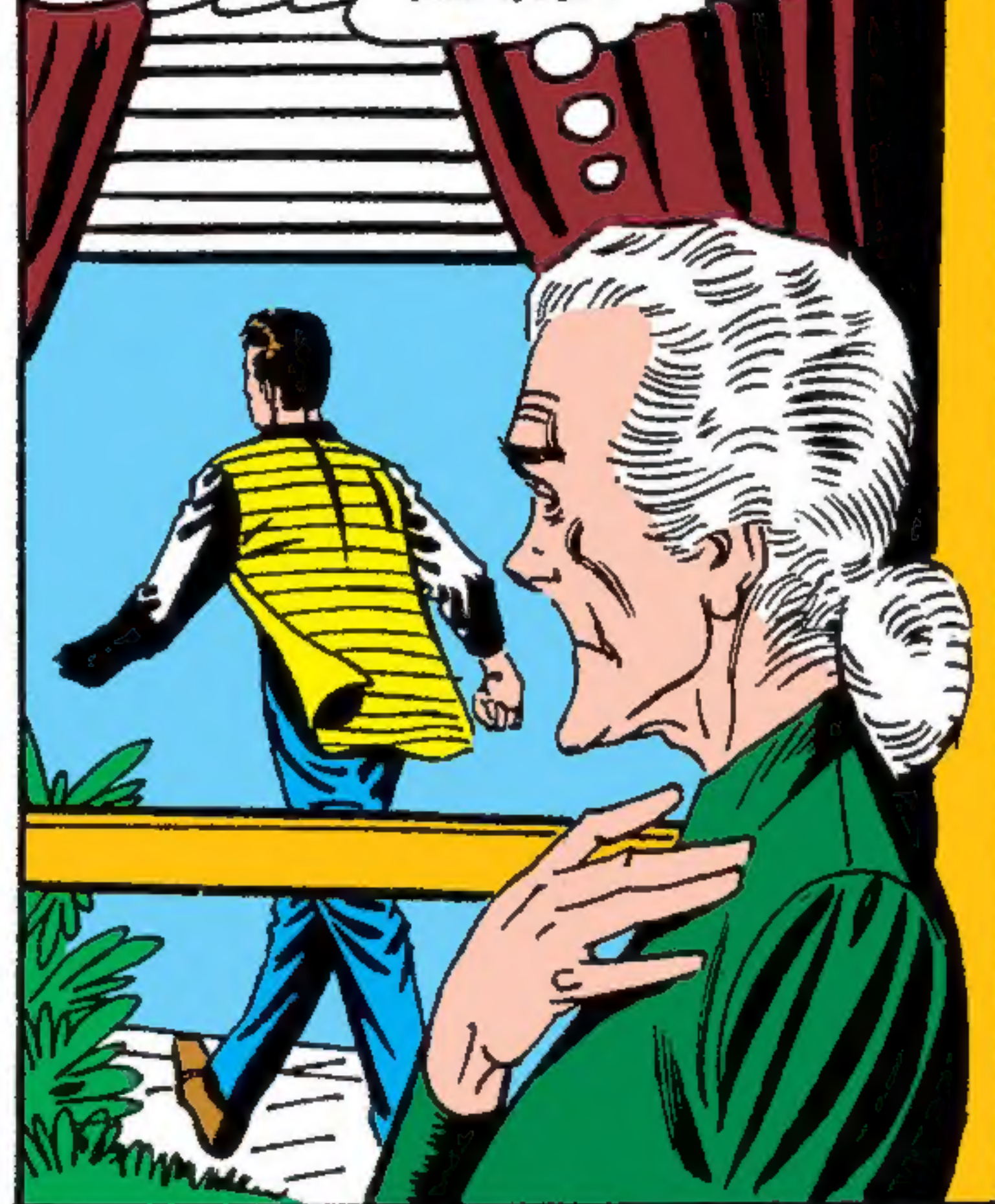
THE NEXT MORNING, PETER PARKER BIDS HIS DOTTING AUNT MAY GOODBYE AS HE HEADS FOR THE CAMPUS OF EMPIRE STATE UNIVERSITY...



I'VE GOT TO RUSH, AUNT MAY! IT'S TIME TO REPORT FOR REGISTRATION AT COLLEGE!

GOOD LUCK, DEAR! I HOPE YOU'LL BE PLEASED WITH YOUR SCHEDULE!

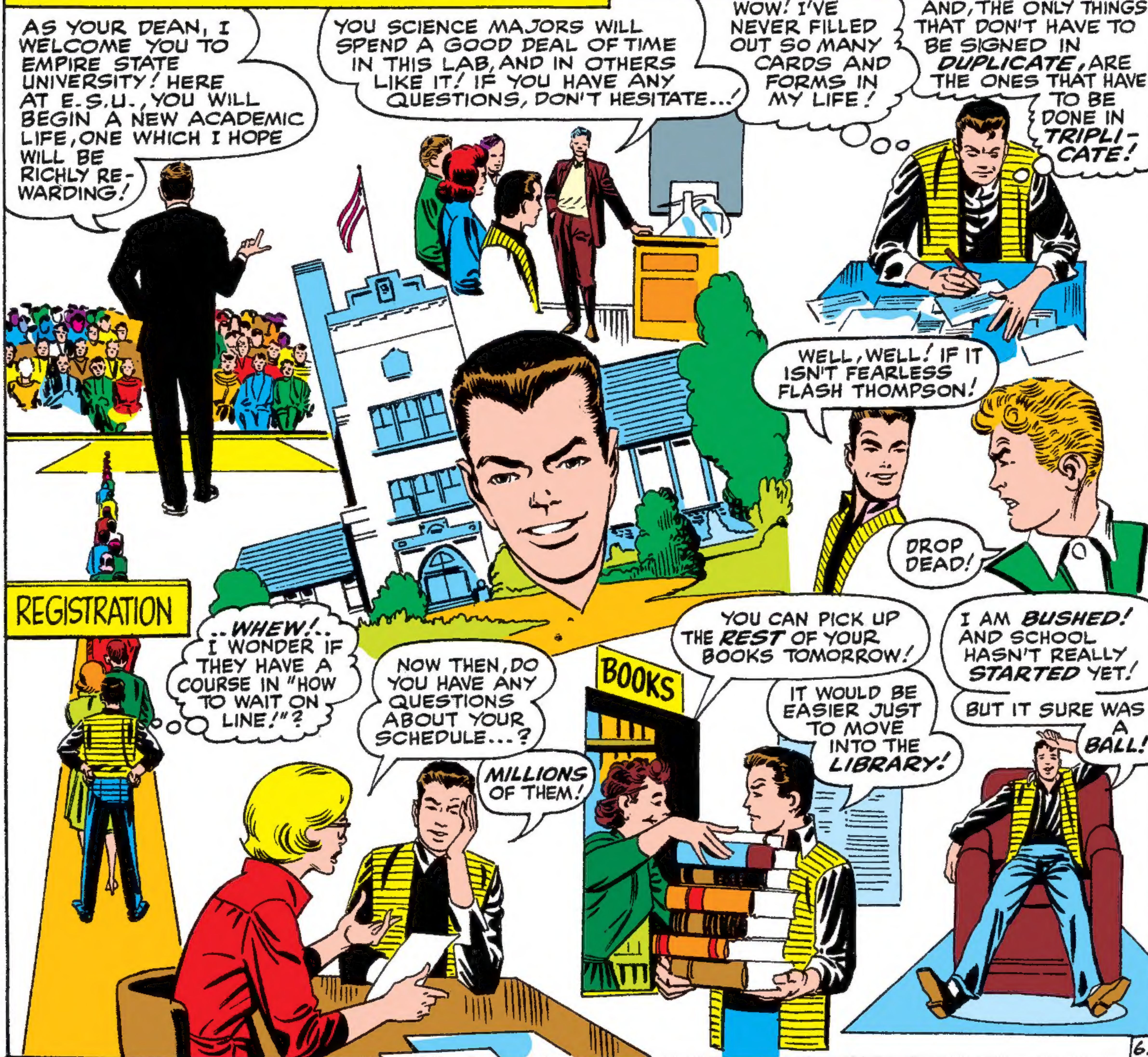
HE'S JUST LIKE HIS FATHER... CHEERFUL, ENTHUSIASTIC, AND BRIGHT! HE'S BEEN LIKE A SON TO ME ALL THESE YEARS!



AND, HE WAS SO HAPPY, THAT I DIDN'T HAVE THE HEART TO SPOIL IT... BY TELLING HIM... HOW VERY ILL I'VE BEEN FEELING....!



FOR THE NEXT FEW HOURS, PETER PARKER IS KEPT SO BUSY THAT HE HASN'T TIME TO THINK OF HIS AUNT MAY, OF THE STRANGE HAPPENINGS OF LAST NIGHT, OR OF ANYTHING, SAVE THE DAWNING OF A NEW AND EXCITING CAMPUS CAREER...



AS YOUR DEAN, I WELCOME YOU TO EMPIRE STATE UNIVERSITY! HERE AT E.S.U., YOU WILL BEGIN A NEW ACADEMIC LIFE, ONE WHICH I HOPE WILL BE RICHLY REWARDING!

YOU SCIENCE MAJORS WILL SPEND A GOOD DEAL OF TIME IN THIS LAB, AND IN OTHERS LIKE IT! IF YOU HAVE ANY QUESTIONS, DON'T HESITATE...

WOW! I'VE NEVER FILLED OUT SO MANY CARDS AND FORMS IN MY LIFE!

AND, THE ONLY THINGS THAT DON'T HAVE TO BE SIGNED IN DUPLICATE, ARE THE ONES THAT HAVE TO BE DONE IN TRIPLICATE!

WELL, WELL! IF IT ISN'T FEARLESS FLASH THOMPSON!

DROP DEAD!

YOU CAN PICK UP THE REST OF YOUR BOOKS TOMORROW!

I AM BUSHED! AND SCHOOL HASN'T REALLY STARTED YET!

IT WOULD BE EASIER JUST TO MOVE INTO THE LIBRARY!

BUT IT SURE WAS A BALL!

WHEW! I WONDER IF THEY HAVE A COURSE IN "HOW TO WAIT ON LINE!"?

NOW THEN, DO YOU HAVE ANY QUESTIONS ABOUT YOUR SCHEDULE...?

MILLIONS OF THEM!

FINALLY, AS PETER PREPARES FOR A GOOD NIGHT'S SLEEP BEFORE THE FIRST DAY OF SCHOOL

I'LL BE UP EARLY TO MAKE BREAK-FAST FOR YOU TOMORROW, DEAR!

YOU NEEDN'T BOTHER, AUNT MAY! I CAN FIX IT! YOU NEED YOUR REST!

NONSENSE, PETER! I WANT TO... OHHH...!

AUNT MAY! WHAT'S WRONG?!

SHE.. SHE'S FAINTED!

I'VE GOT TO SEND FOR THE DOCTOR ... RIGHT AWAY!

A HALF HOUR LATER ...

YOU MAY COME IN NOW, SON!

HOW IS SHE, DOC?

SHE'S VERY WEAK, MY BOY!

I'M NOT QUITE SURE WHAT'S WRONG, BUT, AT HER AGE, WE CAN'T AFFORD TO TAKE ANY CHANCES. I'LL SEND FOR THE AMBULANCE!

AMBULANCE? YOU MEAN...?

YES, PETER! SHE'LL HAVE TO GO TO THE HOSPITAL FOR SPECIAL TESTS!

IT.. IT HAPPENED SO SUDDENLY!

HELLO, THIS IS DR. BROMWELL! CONNECT ME WITH ADMITTING, PLEASE!

THEN, AFTER A SWIFT AMBULANCE RIDE ...

SHE'S A BIT STRONGER NOW! THE MEDICATION SEEMS TO HAVE HELPED!

PETER...

I'M RIGHT HERE, AUNT MAY!

DON'T TIRE HER!

EASY, SON..

YOU MUST TRY TO GET SOME REST NOW, MRS. PARKER!

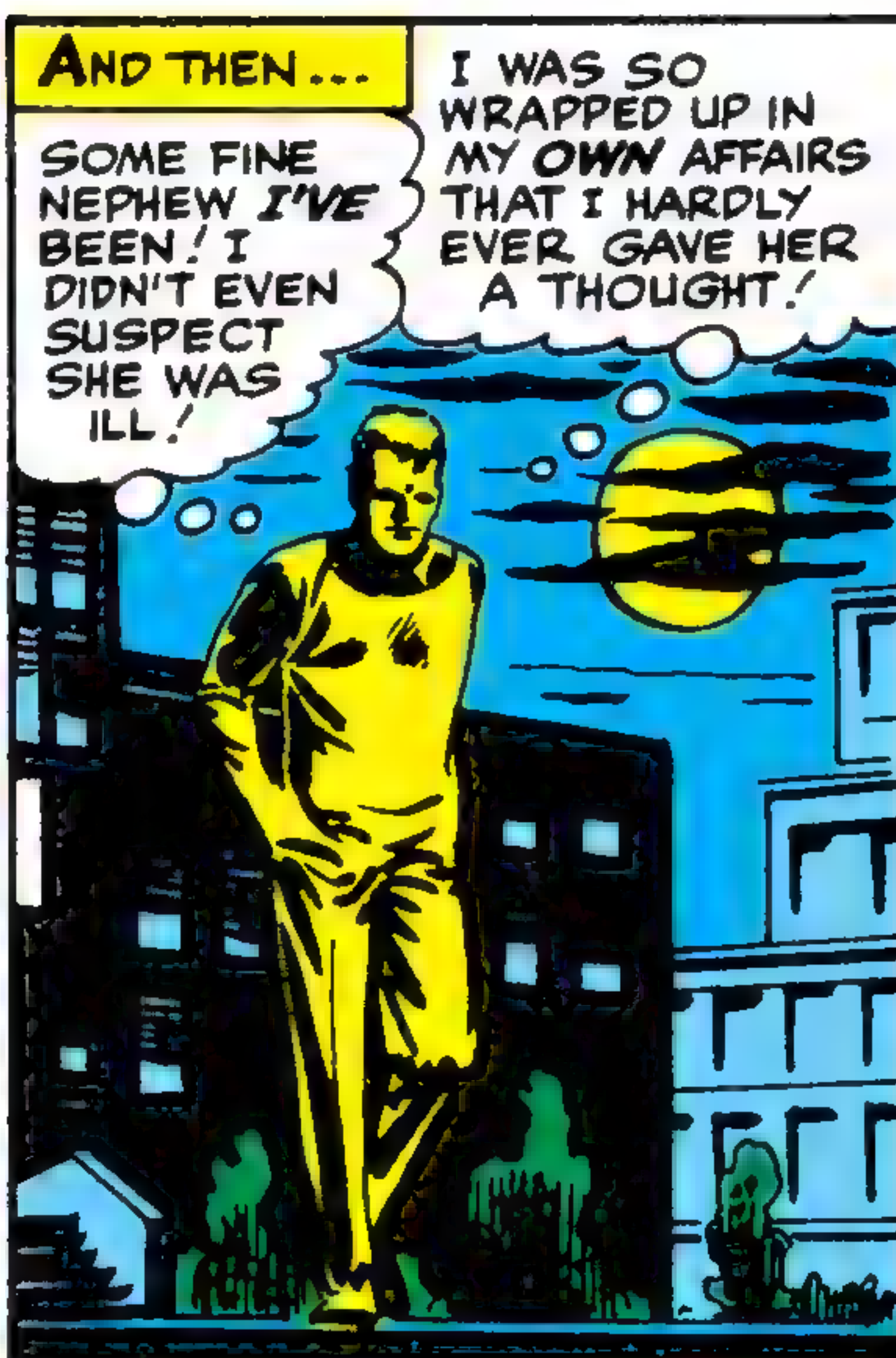
I WILL..BUT, POOR PETER... FIRST DAY OF SCHOOL TOMORROW... SHOULD BE ASLEEP...NOT WAITING UP... HERE!

DON'T YOU WORRY ABOUT ME! AUNT MAY! JUST YOU REST AND GET YOUR STRENGTH BACK, HEAR? I'LL BE JUST FINE!



OF COURSE YOU WILL, DEAR! YOU'VE ALWAYS BEEN FINE! BEST NEPHEW A PERSON COULD WISH FOR... SO DECENT... AND TRUTHFUL... SO... MMMM...

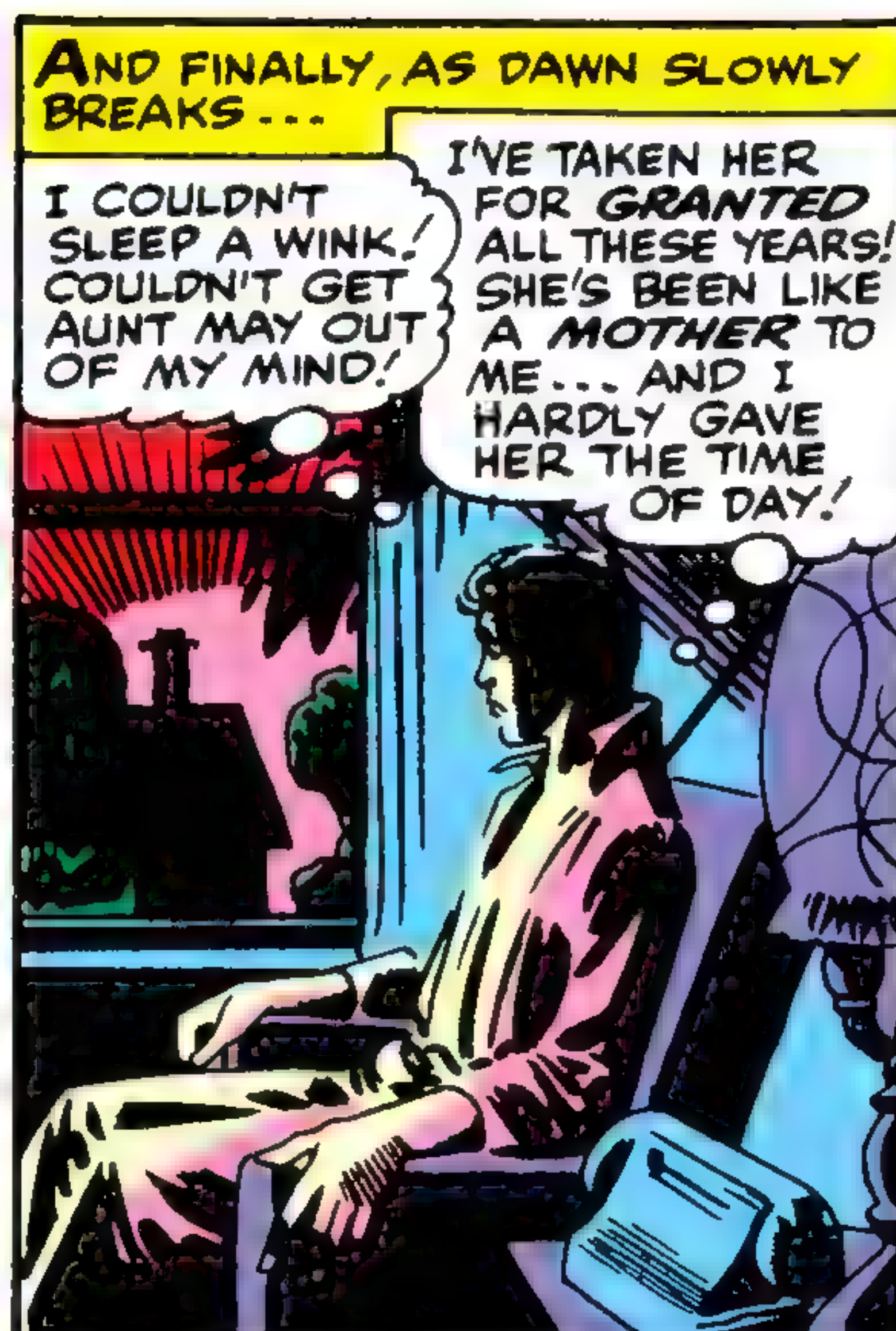
SHE'S STARTING TO DOZE NOW! GOOD!



AND THEN...

SOME FINE NEPHEW I'VE BEEN! I DIDN'T EVEN SUSPECT SHE WAS ILL!

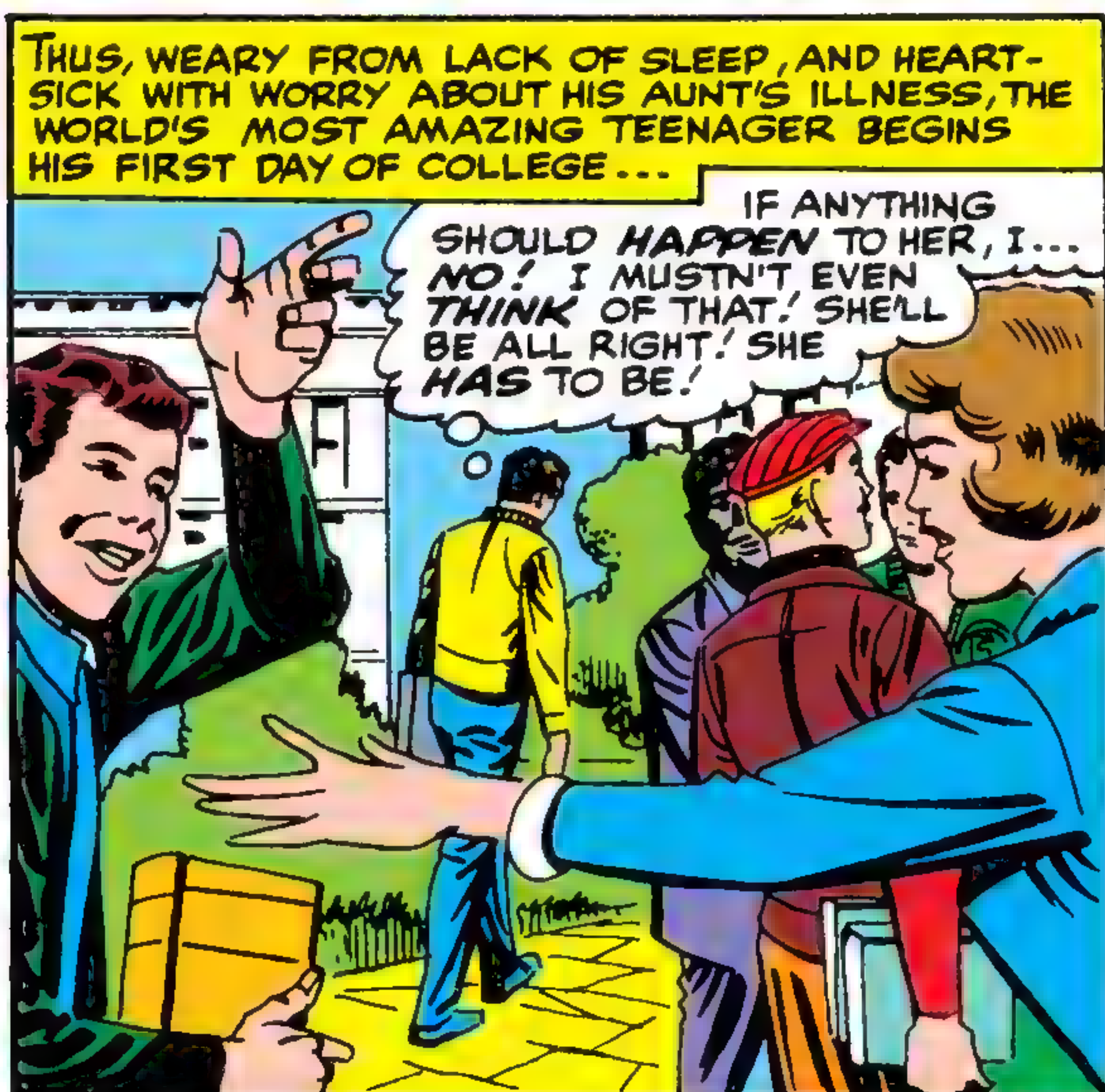
I WAS SO WRAPPED UP IN MY OWN AFFAIRS THAT I HARDLY EVER GAVE HER A THOUGHT!



AND FINALLY, AS DAWN SLOWLY BREAKS...

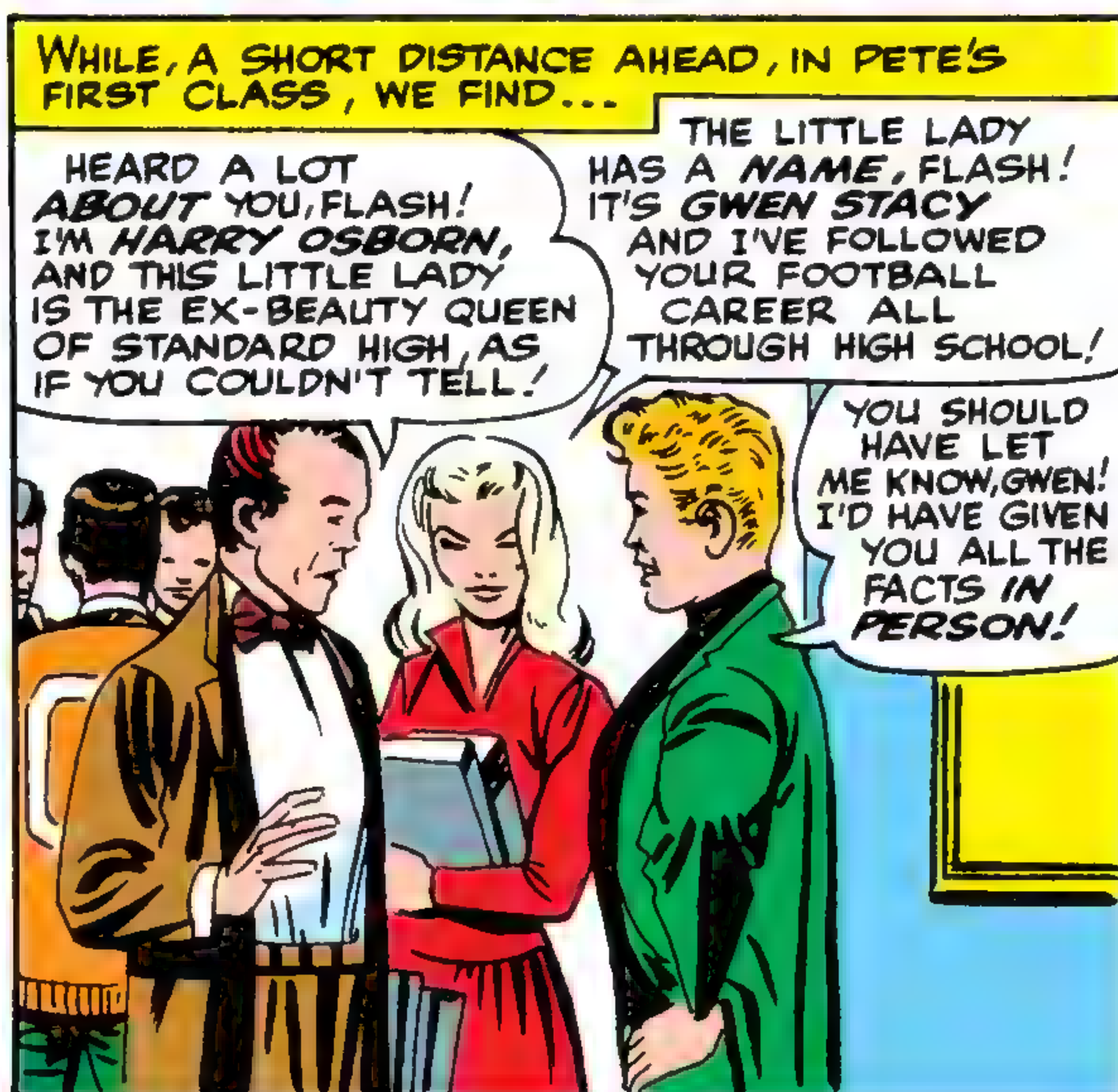
I COULDN'T SLEEP A WINK! COULDN'T GET AUNT MAY OUT OF MY MIND!

I'VE TAKEN HER FOR GRANTED ALL THESE YEARS! SHE'S BEEN LIKE A MOTHER TO ME... AND I HARDLY GAVE HER THE TIME OF DAY!



THUS, WEARY FROM LACK OF SLEEP, AND HEART-SICK WITH WORRY ABOUT HIS AUNT'S ILLNESS, THE WORLD'S MOST AMAZING TEENAGER BEGINS HIS FIRST DAY OF COLLEGE...

IF ANYTHING SHOULD HAPPEN TO HER, I... NO! I MUSTN'T EVEN THINK OF THAT! SHE'LL BE ALL RIGHT! SHE HAS TO BE!



WHILE, A SHORT DISTANCE AHEAD, IN PETE'S FIRST CLASS, WE FIND...

HEARD A LOT ABOUT YOU, FLASH! I'M HARRY OSBORN, AND THIS LITTLE LADY IS THE EX-BEAUTY QUEEN OF STANDARD HIGH, AS IF YOU COULDN'T TELL!

THE LITTLE LADY HAS A NAME, FLASH! IT'S GWEN STACY AND I'VE FOLLOWED YOUR FOOTBALL CAREER ALL THROUGH HIGH SCHOOL!

YOU SHOULD HAVE LET ME KNOW, GWEN! I'D HAVE GIVEN YOU ALL THE FACTS IN PERSON!



DO YOU THINK YOU'LL BE AS SUCCESSFUL WITH COLLEGIATE FOOTBALL, FLASH?

WITH SOMEONE LIKE YOU WATCHING, I WON'T EVEN NEED THE OTHER TEN PLAYERS!



BUT THEN...

OH, NO! DON'T TELL ME I HAVE PUNY PARKER IN THIS CLASS!

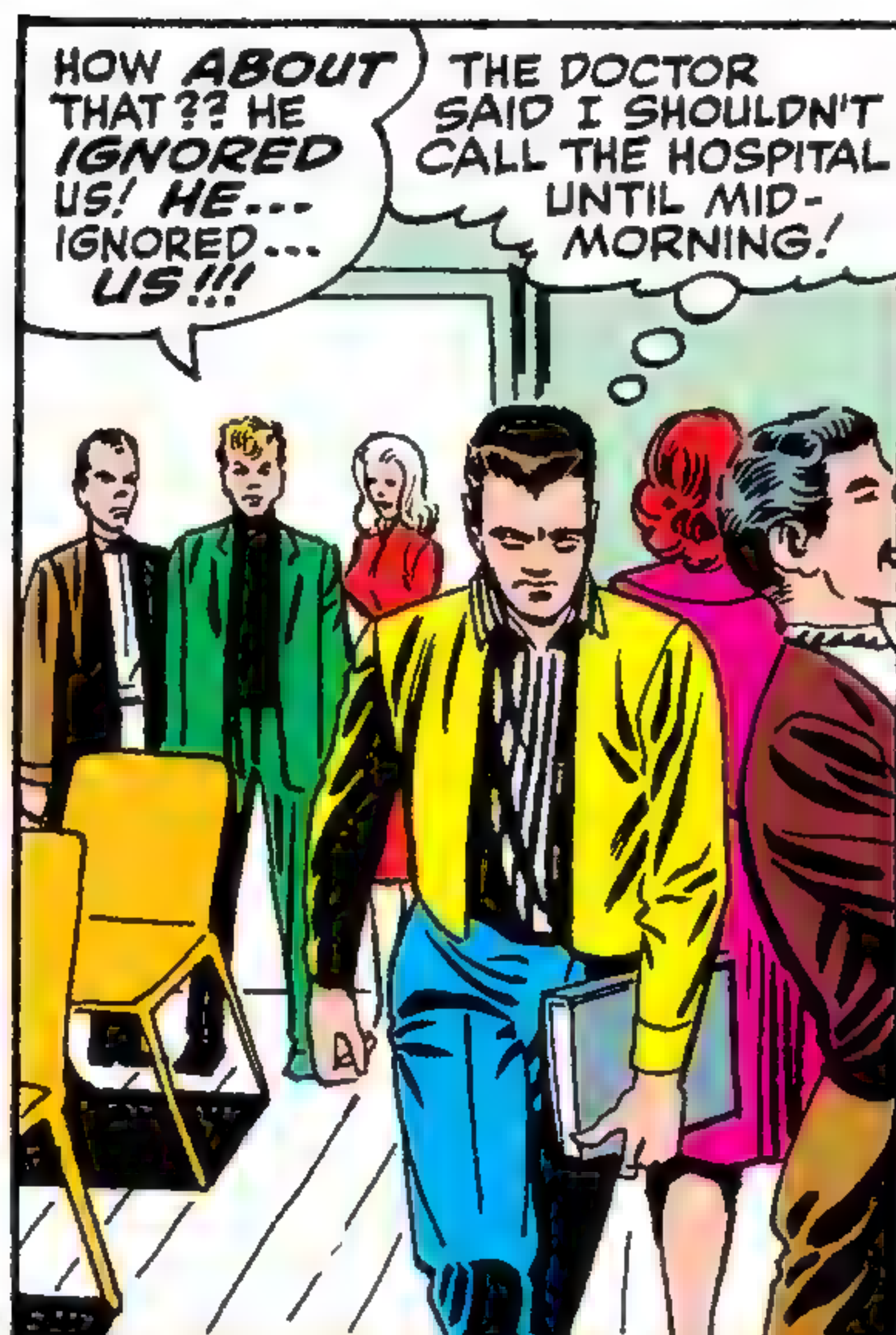
ISN'T HE THE BOY WHO WON THE SCIENCE SCHOLARSHIP TO E.S.U.? HE MUST BE BRILLIANT! HE LOOKS LIKE ANY OTHER FROSH TO ME!



WELL, I MIGHT AS WELL INTRODUCE YOU, SO YOU CAN SEE HOW SQUARE A GUY CAN BE!

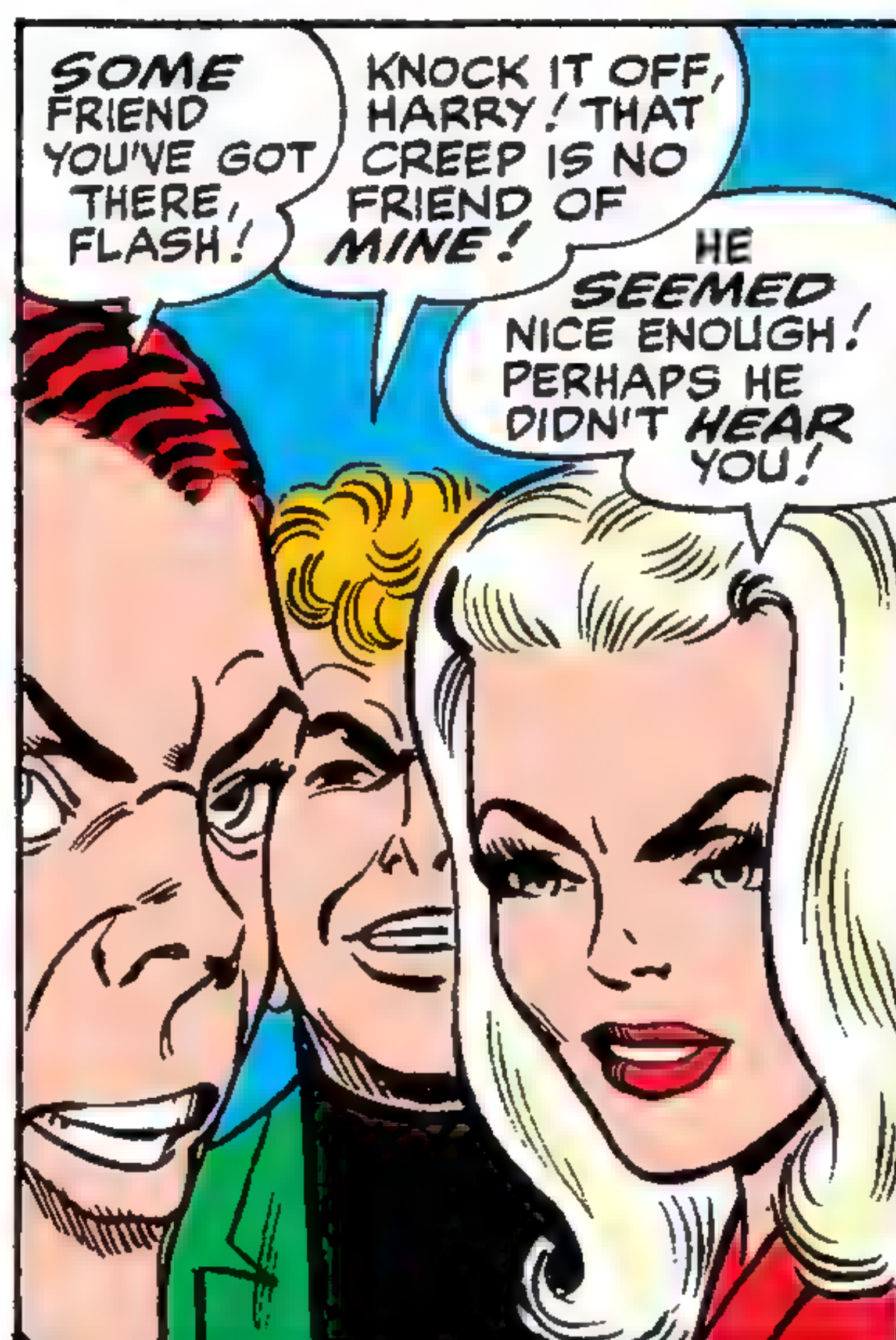
HEY, PARKER... C'MERE! I WANNA TALK TO YOU!

HE DOESN'T SEEM TO HEAR YOU!



HOW ABOUT THAT?? HE IGNORED US! HE... IGNORED... US!!!

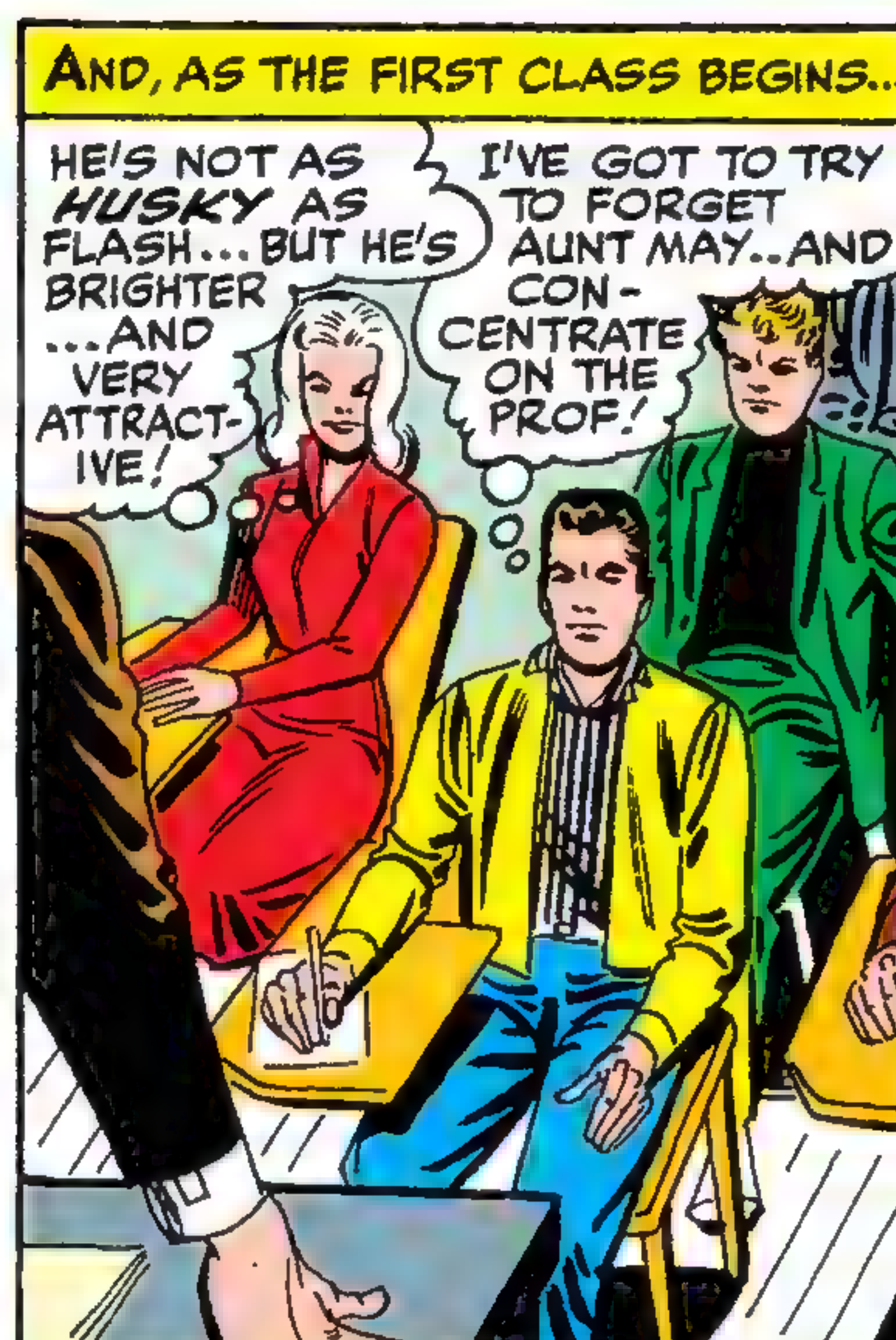
THE DOCTOR SAID I SHOULDN'T CALL THE HOSPITAL UNTIL MID-MORNING!



SOME FRIEND YOU'VE GOT THERE, FLASH!

KNOCK IT OFF, HARRY! THAT CREEP IS NO FRIEND OF MINE!

HE SEEMED NICE ENOUGH! PERHAPS HE DIDN'T HEAR YOU!



AND, AS THE FIRST CLASS BEGINS...

HE'S NOT AS HUSKY AS FLASH... BUT HE'S BRIGHTER... AND VERY ATTRACTIVE!

I'VE GOT TO TRY TO FORGET AUNT MAY... AND CONCENTRATE ON THE PROF!



THEN, BETWEEN CLASSES...

THERE'S PETER PARKER! I MET HIM AT REGISTRATION! A REAL NICE GUY!

HI, PETE! HOW'S IT GOIN'?

THERE'S JUST TIME FOR ONE PHONE CALL!



WOW! HOW WRONG CAN YA BE ABOUT A FELLA?!! WHAT A BRUSH-OFF HE GAVE ME!

IT WASN'T AS BAD AS THE ONE HE GAVE TO FLASH THOMPSON... AND FLASH WENT ALL THROUGH HIGH SCHOOL WITH HIM!

HIS SCHOLARSHIP MUST HAVE GONE TO HIS HEAD!



WHILE, UNAWARE OF THE STIR HE'S CAUSING, PETER EXCITEDLY CALLS THE HOSPITAL...

STILL NO CHANGE? NOTHING MORE YOU CAN TELL ME? OKAY... THANKS...!



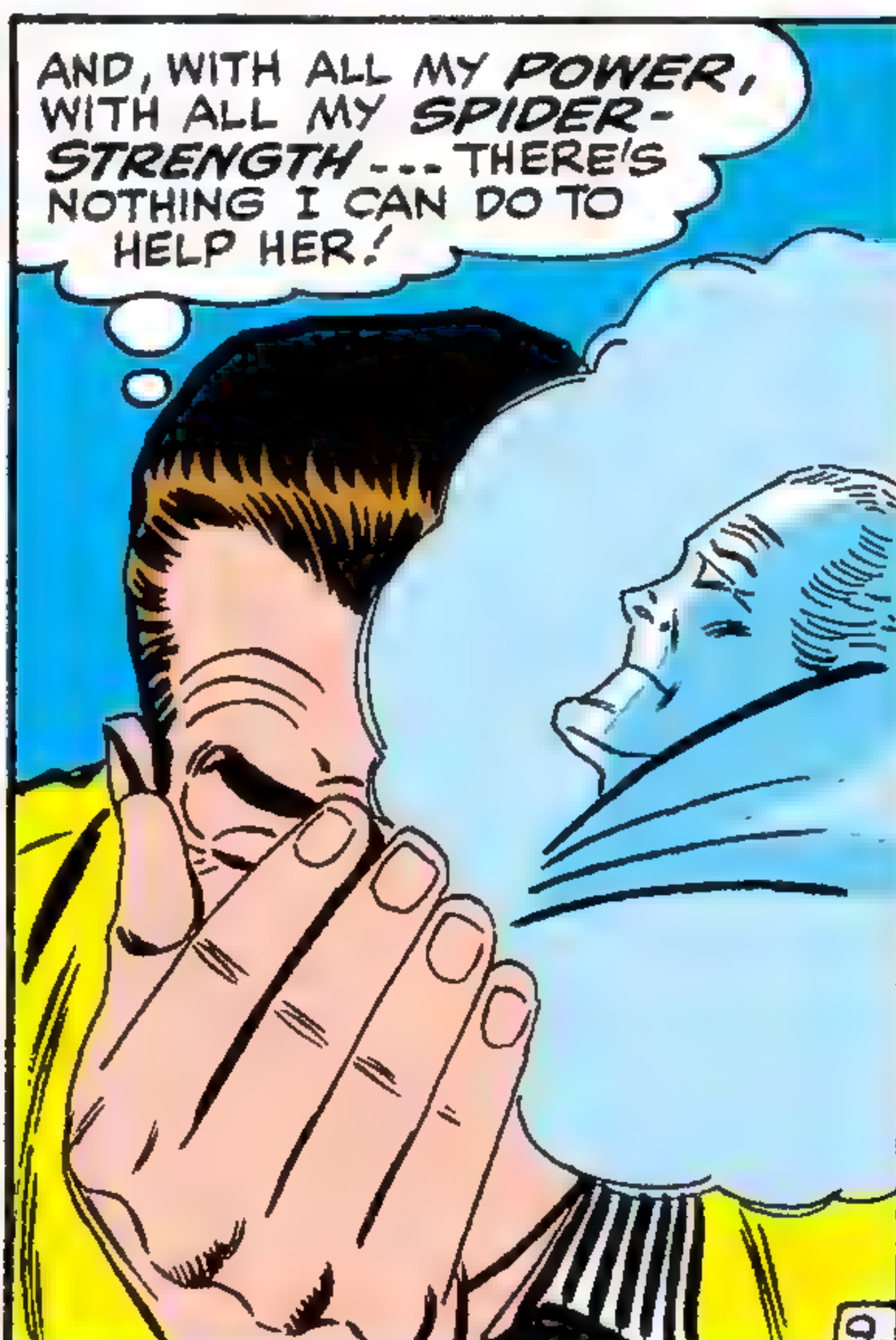
AND THEN...

MIGHT AS WELL GET SOME STUDYING IN TILL MY NEXT CLASS!

BUT, I STILL FEEL I SHOULD BE AT THE HOSPITAL!



IT'S NO USE! I CAN'T CONCENTRATE! ALL I CAN THINK OF IS POOR AUNT MAY... SO TERRIBLY ILL...!



AND, WITH ALL MY POWER, WITH ALL MY SPIDER-STRENGTH... THERE'S NOTHING I CAN DO TO HELP HER!

LATER, IN THE CHEM LAB...

IF THERE'S ONE THING HARRY OSBORN DOESN'T DIG, IT'S A SWELL-HEAD WHO THINKS HE'S BETTER 'N ANYONE ELSE!

THIS IS MY LAST CLASS TODAY! I'LL BE ABLE TO SEE AUNT MAY WHEN IT'S OVER! IF I CAN JUST KEEP MY MIND ON WHAT I'M DOING TILL THEN... I'VE GOT TO SHUT EVERYTHING ELSE OUT!

LOOK, I'VE GOT AN IDEA FOR A GAG TO TAKE HIM DOWN A PEG! ARE YOU ALL GAME TO TRY IT?

I THINK WE SHOULD MIND OUR OWN BUSINESS!

AWW, DON'T BE A PILL, GWEN! PARKER'S BEEN ASKING FOR IT!

IT WON'T BE ANYTHING **SERIOUS!** IT'LL BE JUST GOOD FOR A LAUGH, THAT'S ALL!

I THINK I CAN SEE WHY YOU AND FLASH THOMPSON BECAME FRIENDS SO QUICKLY, HARRY!

FLASH AND ME BOTH HATE SQUARES! NOTHING'S WRONG WITH **THAT!**

NOW YOU DISTRACT HIM WHILE I DO THE REST, GWEN!

I STILL CAN'T HELP FEELING ATTRACTED TO HIM!

WELL, I GUESS I CAN'T BACK OUT **NOW!**

PETE!

PERHAPS I SHOULD GET AUNT MAY **ANOTHER** DOCTOR... A SPECIALIST!

PETE! DON'T YOU HEAR ME?

THIS IS **GREAT!** HE'S IN A WORLD OF HIS OWN! YOU DON'T EVEN HAVE TO DISTRACT HIM!

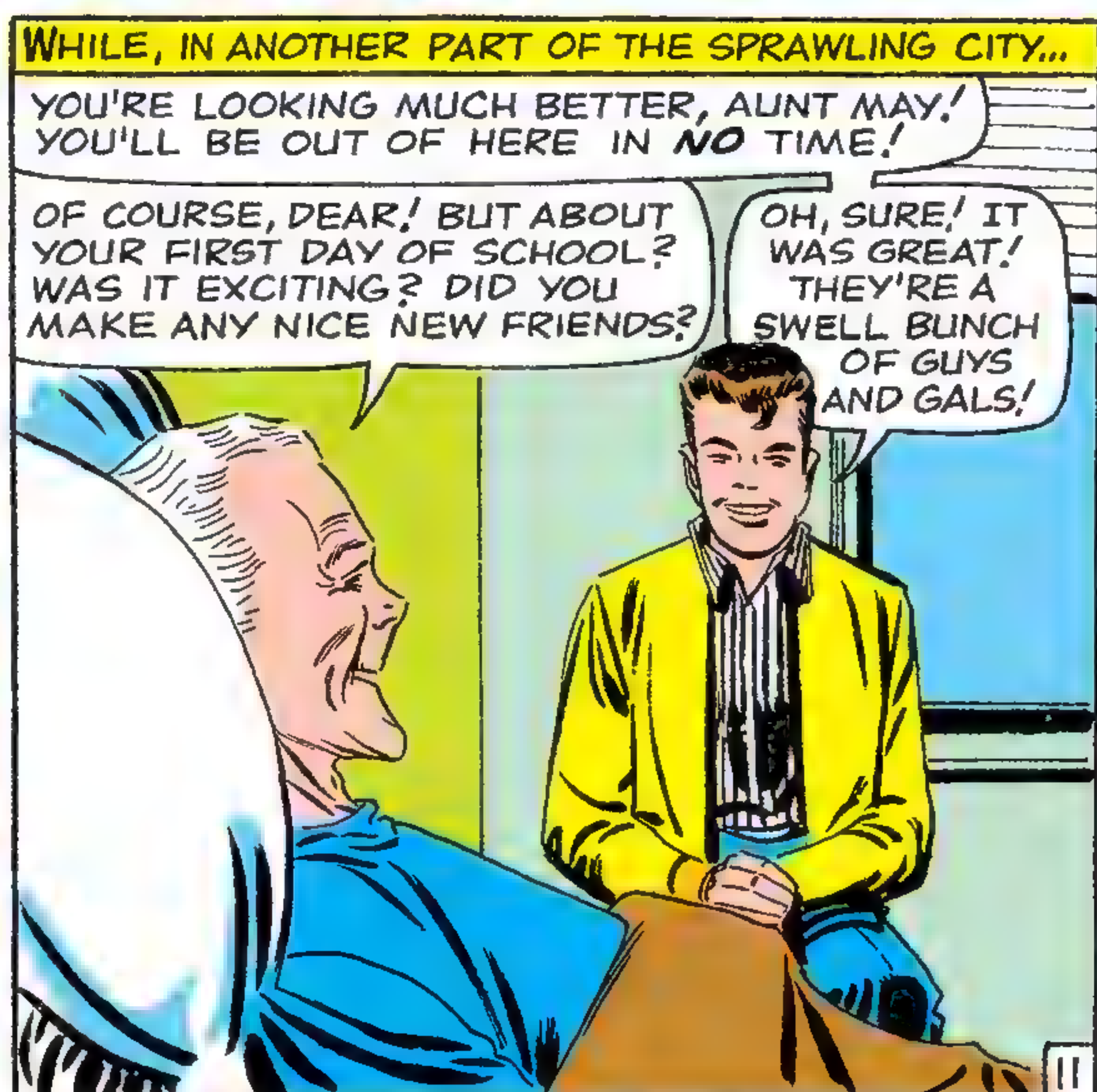
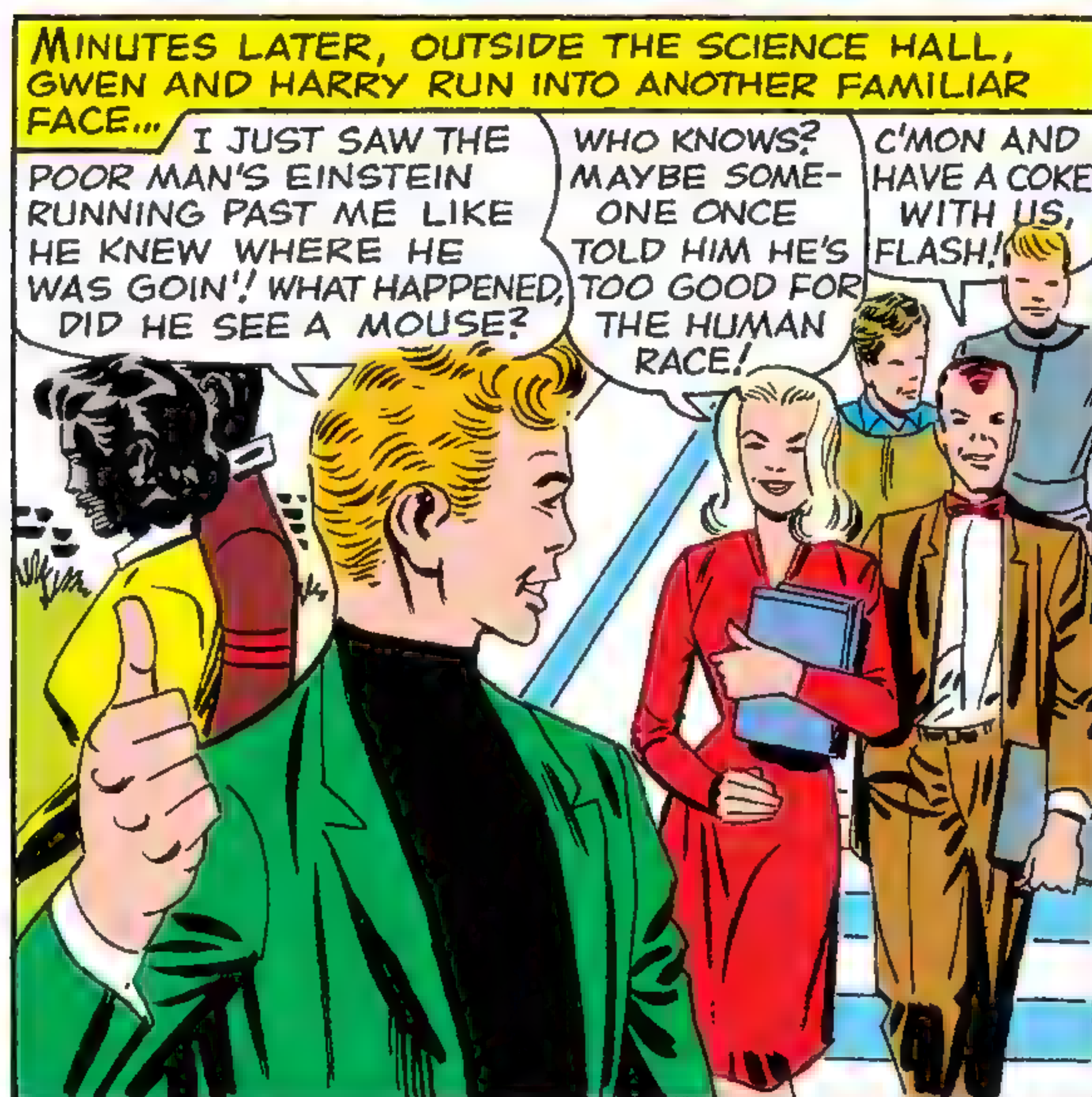
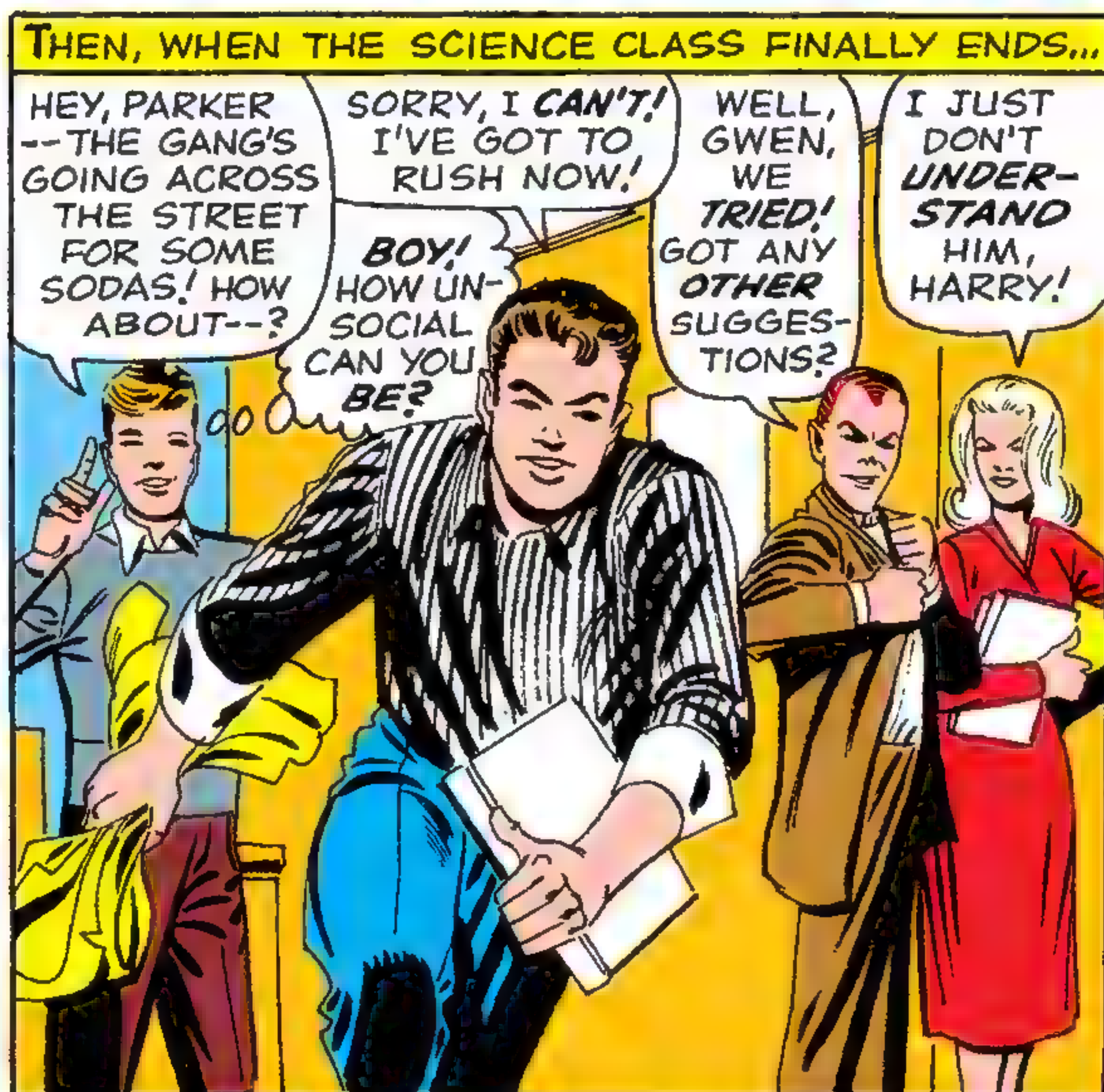
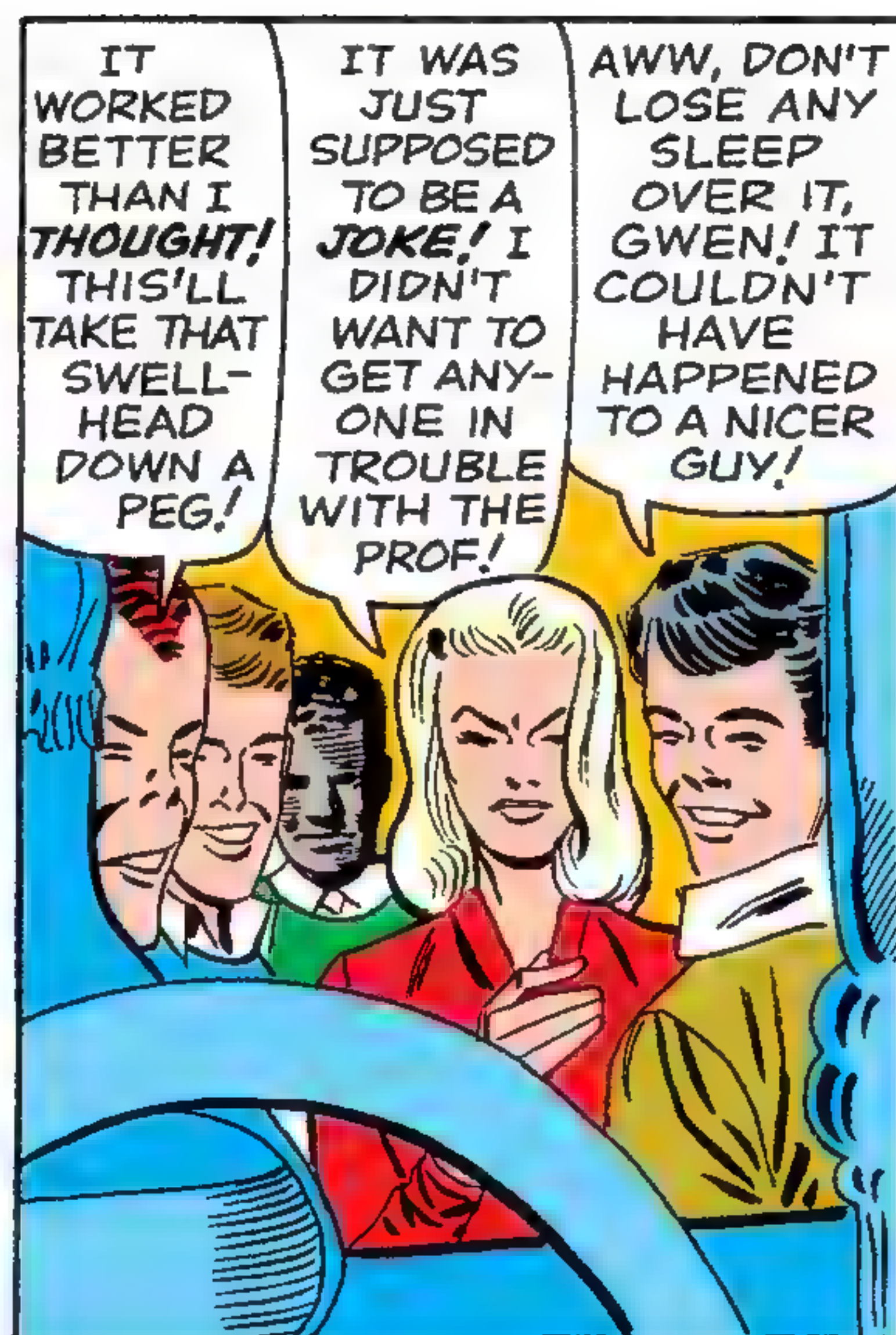
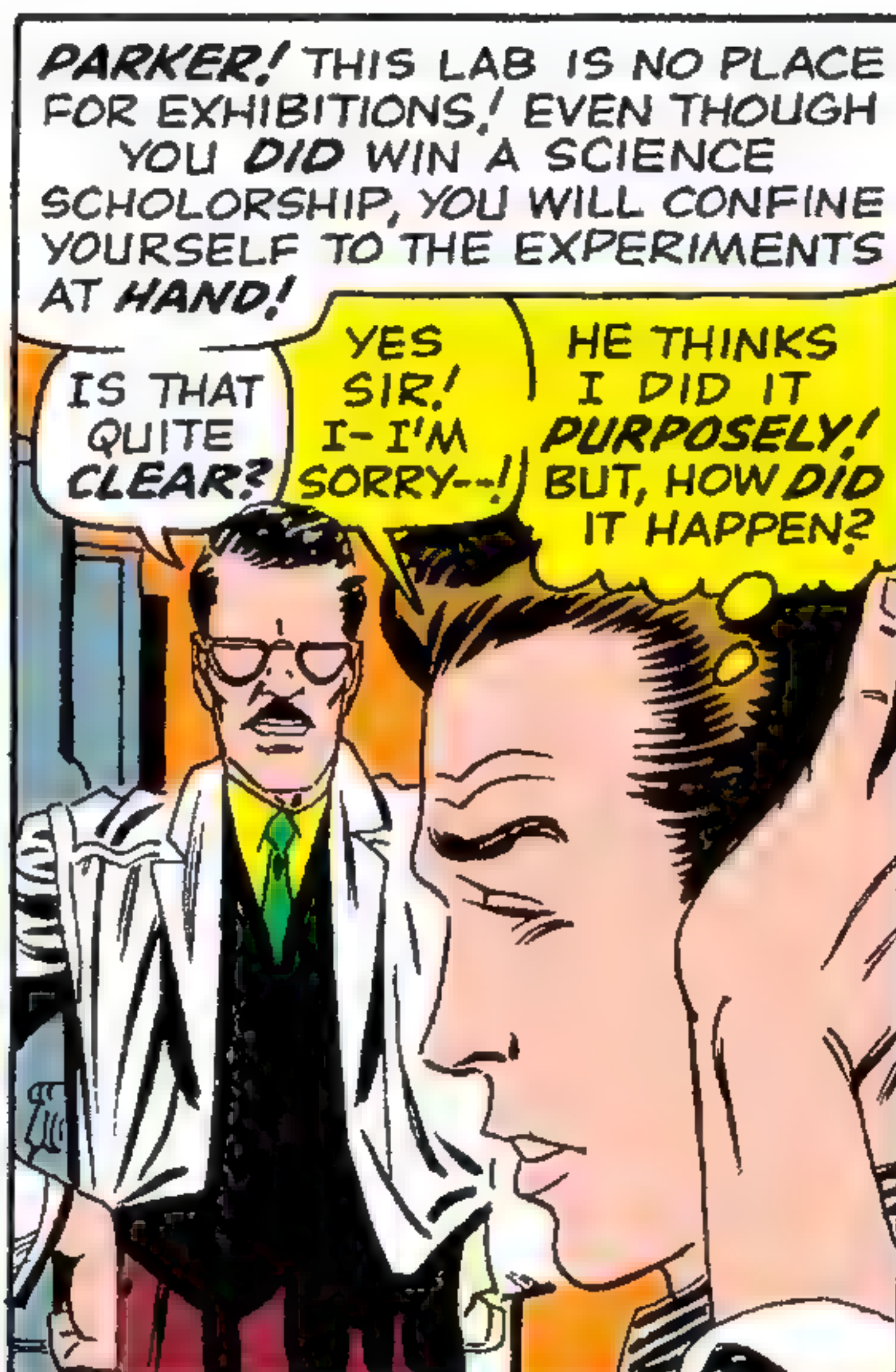
PETER PARKER! I ASKED IF I COULD BORROW YOUR **PEN!!**

HUH? OH, SURE... IF YOU WANT MY PEN, HERE... TAKE IT!

I'VE NEVER MET A BOY LIKE HIM! HE DIDN'T EVEN GIVE ME A **GLANCE!**

THANK YOU VERY **MUCH,** MISTER PARKER, BUT I CHANGED MY **MIND!**

JUST KEEP WATCHING! IT'LL HAPPEN ANY SECOND NOW!



VISITING HOUR IS OVER! YOU'LL HAVE TO LEAVE NOW, MR. PARKER!

RUN ALONG NOW, PETER! DON'T STAY UP TOO LATE STUDYING, AND GET PLENTY TO EAT!

SURE, AUNT MAY! DON'T WORRY ABOUT A SINGLE THING, HEAR?

BUT, PETER PARKER **LOSES** SOME OF HIS CHEERFUL DEMEANOR WHEN HE LEAVES THE SILENT ROOM...

I'LL LEVEL WITH YOU, SON! WE AREN'T CERTAIN WHAT'S WRONG WITH YOUR AUNT, BUT HER CONDITION ISN'T GOOD!

SHE'LL HAVE TO REMAIN HERE FOR MORE TESTS! THAT'S ALL I CAN TELL YOU AT THE MOMENT!

I KNOW YOU'LL DO ALL YOU CAN FOR HER, DOCTOR!

OF COURSE WE WILL, PARKER! BUT, AT HER AGE, WE JUST CAN'T BE TOO OPTIMISTIC AT THIS POINT!

I UNDERSTAND, SIR...

BUT, SHE MUSTN'T BE ALLOWED TO WORRY! WE MUST TRY TO KEEP HER SPIRITS UP AT ALL TIMES!

SURE, DOC ---!

BEING **CHEERFUL** WHEN I SEE HER WILL BE THE TOUGHEST THING I'VE EVER DONE!

LATER, AS A SOMBER PETER PARKER SCANS THE DAY'S MAIL...

I MIGHT HAVE **KNOWN** THERE'D BE NOTHING BUT **BILLS** AT A TIME LIKE THIS!

JUST WHEN I NEED ALL THE CASH I CAN SPARE TO PAY FOR AUNT MAY'S MEDICAL EXPENSES!

MAYBE I OUGHT TO **FORGET** ABOUT COLLEGE! EVEN THOUGH MY SCHOLARSHIP PAYS THE TUITION, I **STILL** CAN'T AFFORD IT!

IF I COULD GET A FULL-TIME JOB--BRING IN SOME **REAL** MONEY--**THAT'S** WHAT WE NEED!

BUT--THAT WOULD **REALLY** BREAK AUNT MAY'S HEART!

THERE'S ONLY ONE **OTHER** WAY FOR ME TO EARN SOME READY CASH! EVEN THOUGH IT MEANS SPENDING THE NIGHT AWAY FROM MY STUDIES....!

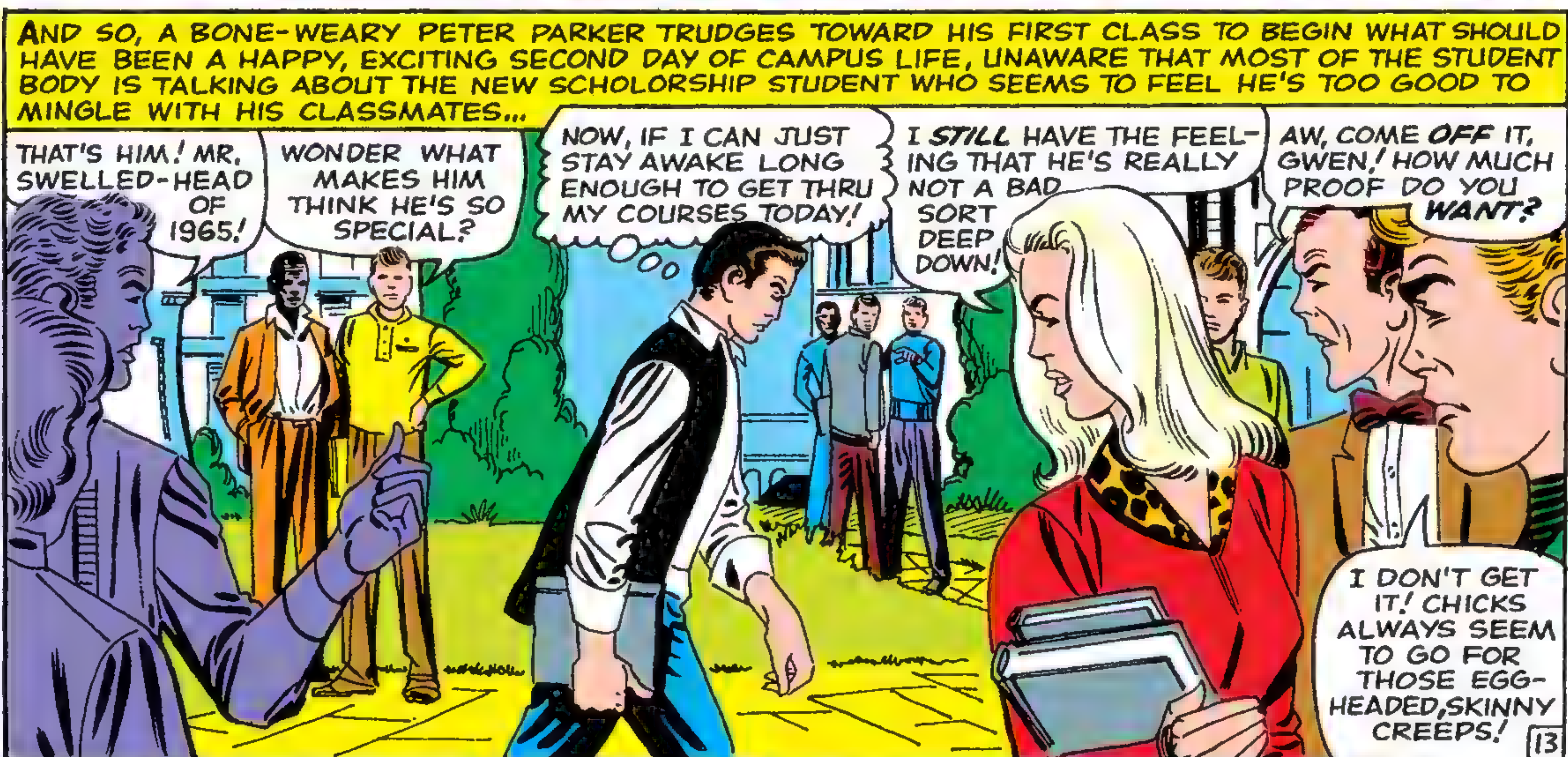
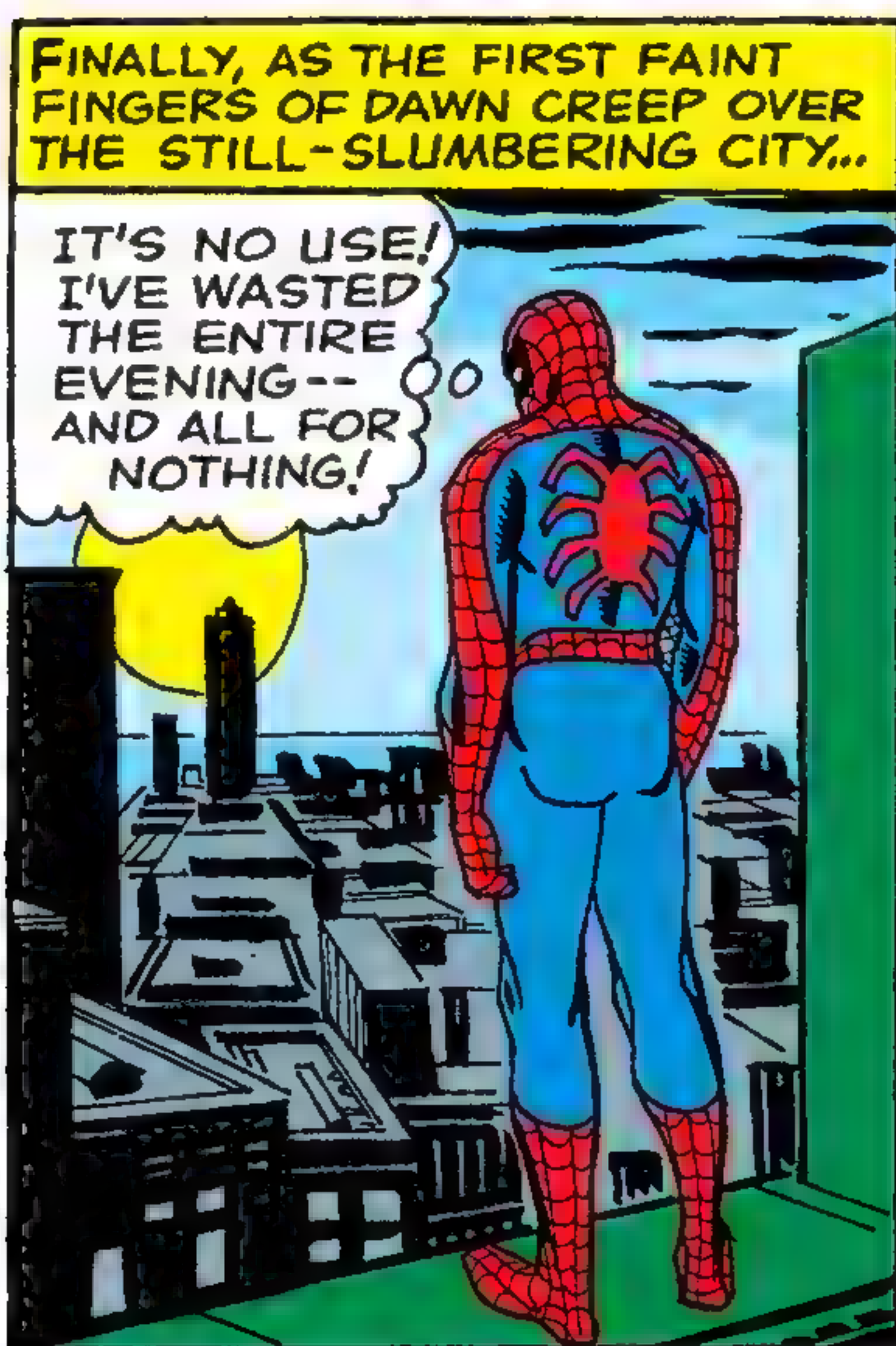
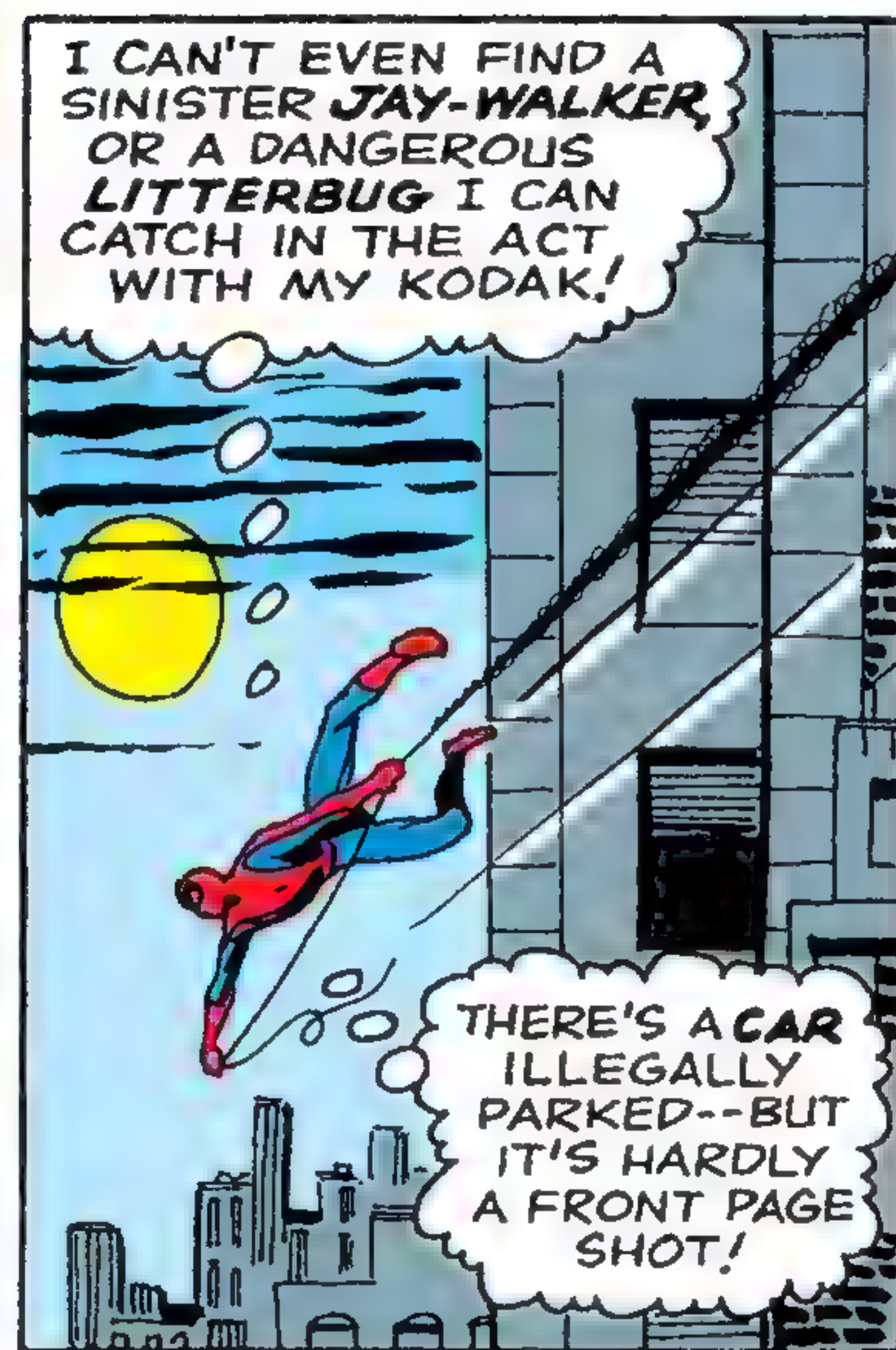
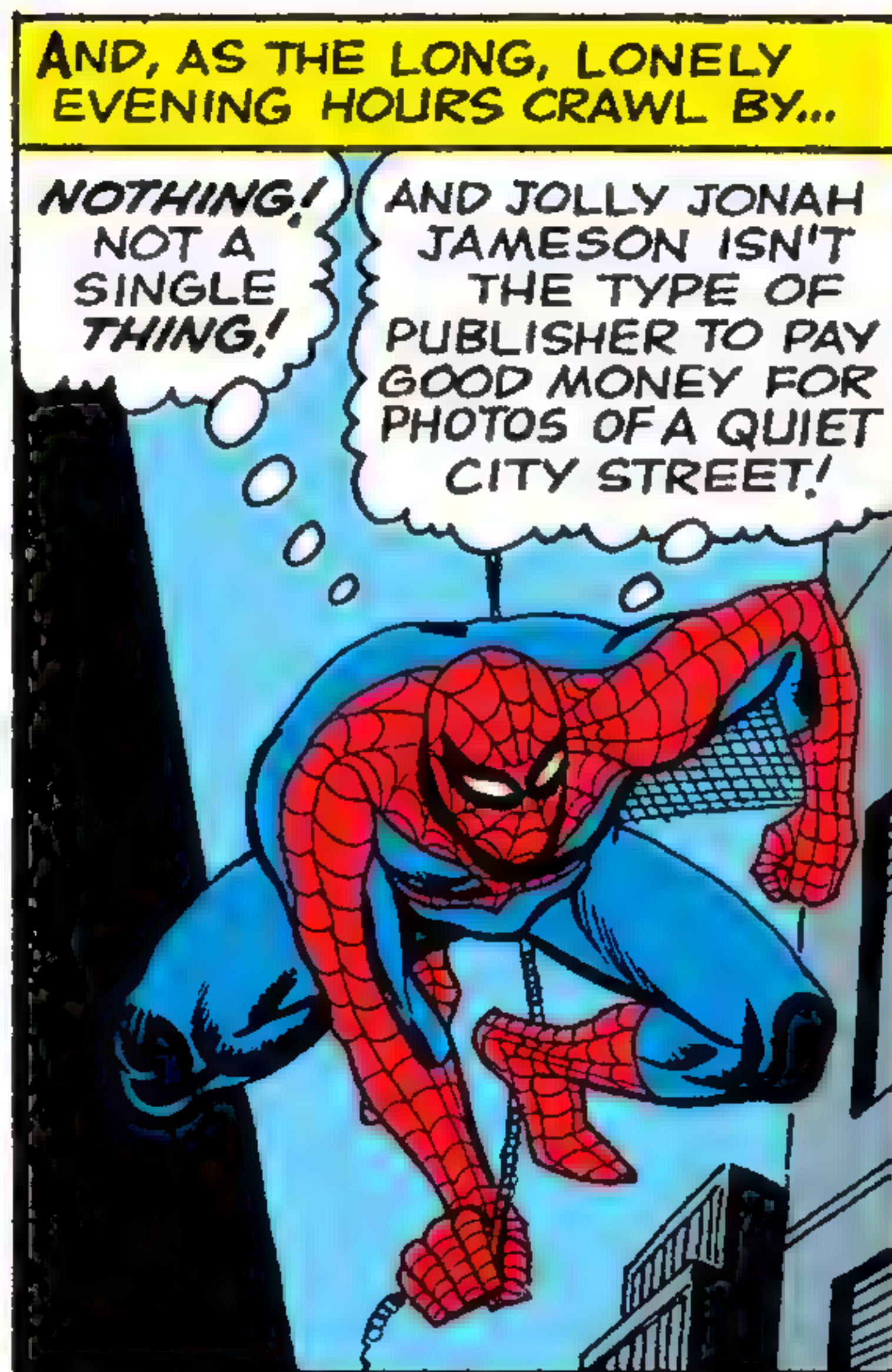
AND SO, MINUTES LATER, THE DRAMATIC FIGURE OF **SPIDER-MAN** SILENTLY STALKS THE CITY'S ROOFTOPS, LIKE A SHADY WRAITH...

MY BELT-CAMERA IS LOADED AND READY!

NOW, IF I CAN JUST BE LUCKY ENOUGH TO RUN INTO A NEWS STORY WORTH PHOTOGRAPHING!

IF I FIND SOMETHING THAT I CAN SELL TO THE **DAILY BUGLE** EARLY ENOUGH, I'LL **STILL** BE ABLE TO RETURN AND GET SOME STUDYING IN TONIGHT!

BUT, I'VE NEVER SEEN THE CITY MORE **QUIET**...!



BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWS-PAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS DAILY BUGLE...

NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING SOMEWHERE!

I CAN'T SELL A NEWSPAPER WITHOUT NEWS? WHY DOESN'T SOMETHING HAPPEN??!



MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?

I HAVEN'T SEEN MUCH OF PETER PARKER MYSELF LATELY, MR. JAMESON!

HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!



FOSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?

SORRY, MR. JAMESON! I ONLY REPORT THE NEWS--I CAN'T MANUFACTURE IT!

DON'T GET CLEVER WITH ME! CLEVER PEOPLE MAKE ME NERVOUS! JUST BRING ME A STORY!



WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!

I'M ON MY WAY! HE MAY BE RIGHT! IT'S TIME FOR "PATCH", THE STOOLIE, TO MAKE THE SCENE AGAIN!



WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!

I'LL DO THAT, SIR!

YOU OLD HYPOCRITE!



THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!

OH, HELLO, NED!

I'VE BEEN WANTING TO TALK TO YOU, BETTY!



DO YOU HAVE AN ANSWER FOR ME YET?

I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!

AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST!

SURE, BETTY! I UNDERSTAND!



I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU-- AND

I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I LEARN SOMETHING--I PROMISE!

I'LL KEEP ASKING--UNTIL YOU SAY YES!



LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!

I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!



AND WHAT OF THE MAN CALLED **PATCH**? WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...

THINGS ARE QUIET--**TOO** QUIET! IT GIVES ME THE FEELING OF THE LULL--BEFORE A **STORM**!



BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...

THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!

NOTHING, SAILOR--I WAS JUST CURIOUS!

WHAT'S IT TO YOU, MATE?



THAT CHARACTER TALKING TO THE SEAMAN IS **FOXY BRIGGS**! HE'S ONLY CURIOUS ABOUT **ONE** THING --**ROBBERY**!

THIS MAY BE THE LEAD I'VE BEEN **LOOKING** FOR!



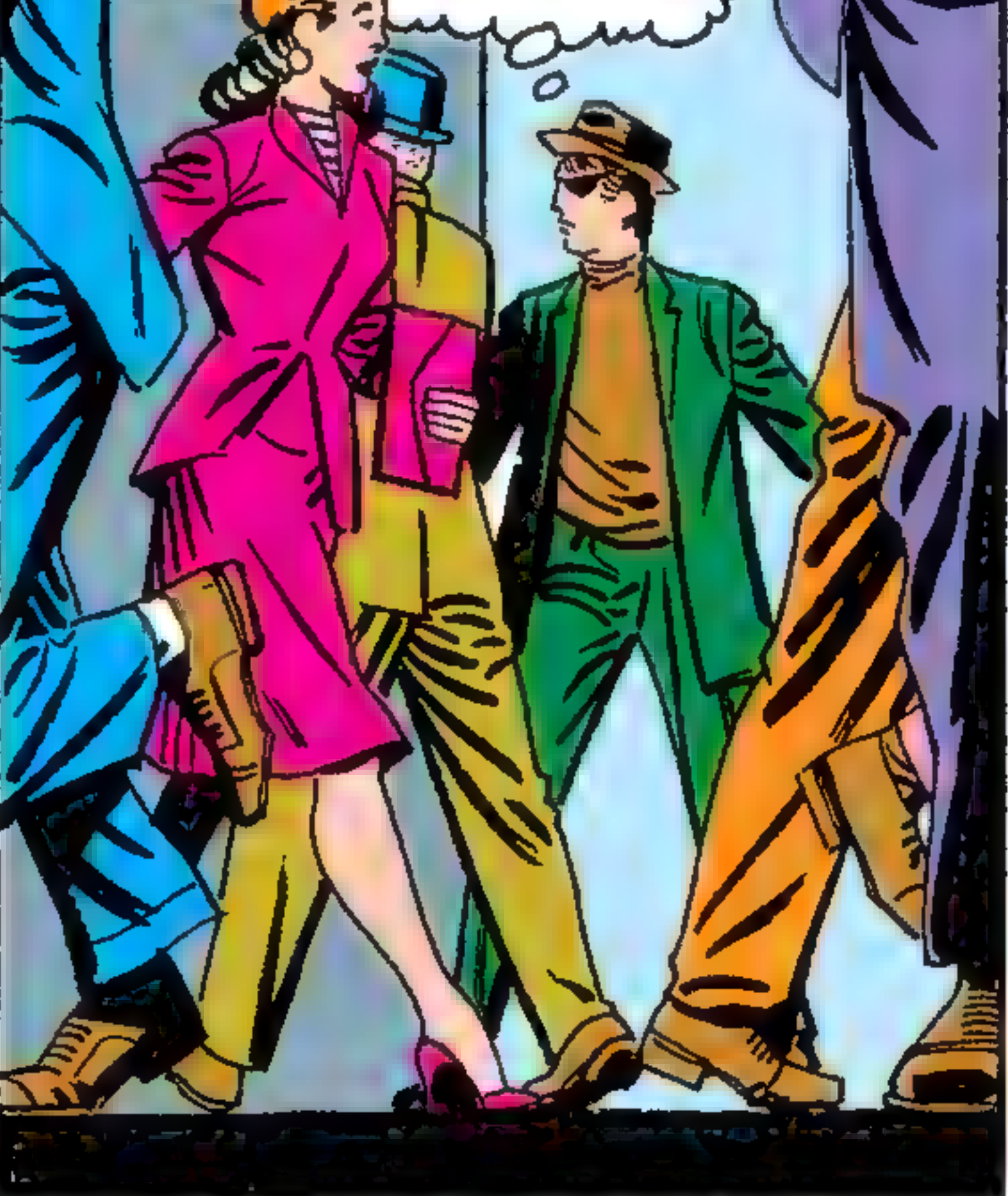
THUS, WHEN **FOXY BRIGGS** LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE PATCH FOLLOWS AFTER HIM...

I BETTER NOT STAY **TOO** CLOSE TO HIM! I DON'T WANT HIM GETTING SUSPICIOUS!



BUT, WHEN "**PATCH**" TURNS A CORNER...

I **LOST** HIM! THAT'S WHAT I GET FOR BEING TOO CAUTIOUS!



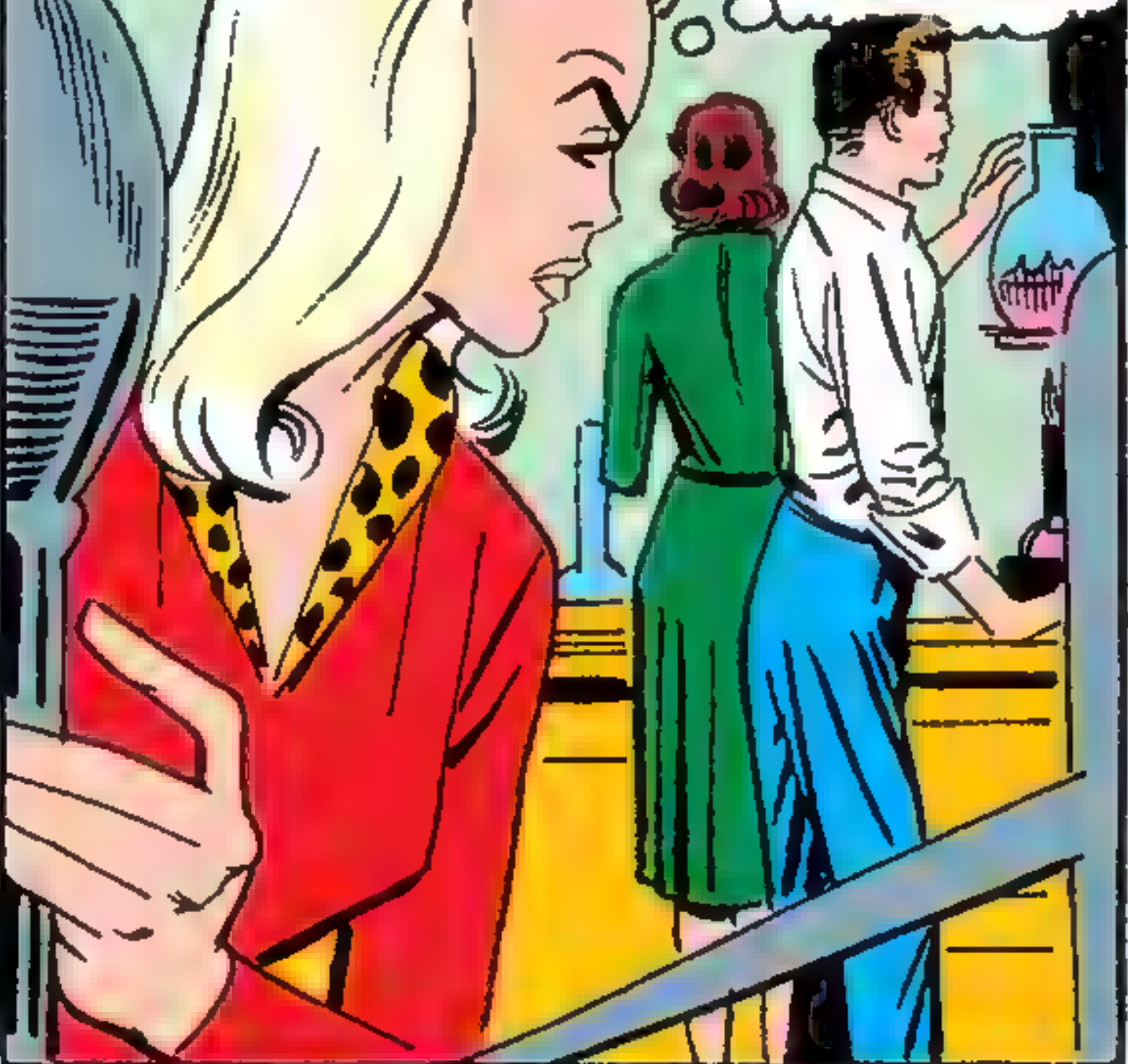
NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED-- I HAVEN'T ENOUGH EVIDENCE!

AND, IF I EVER GIVE THEM A BUM STEER, THEY WON'T BE SO TRUSTING OF ME IN THE FUTURE!



HONEST TO GOSH--WE **DIDN'T** FORGET ABOUT **SPIDER-MAN**! YOU'LL SEE HIM REAL SOON--WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--

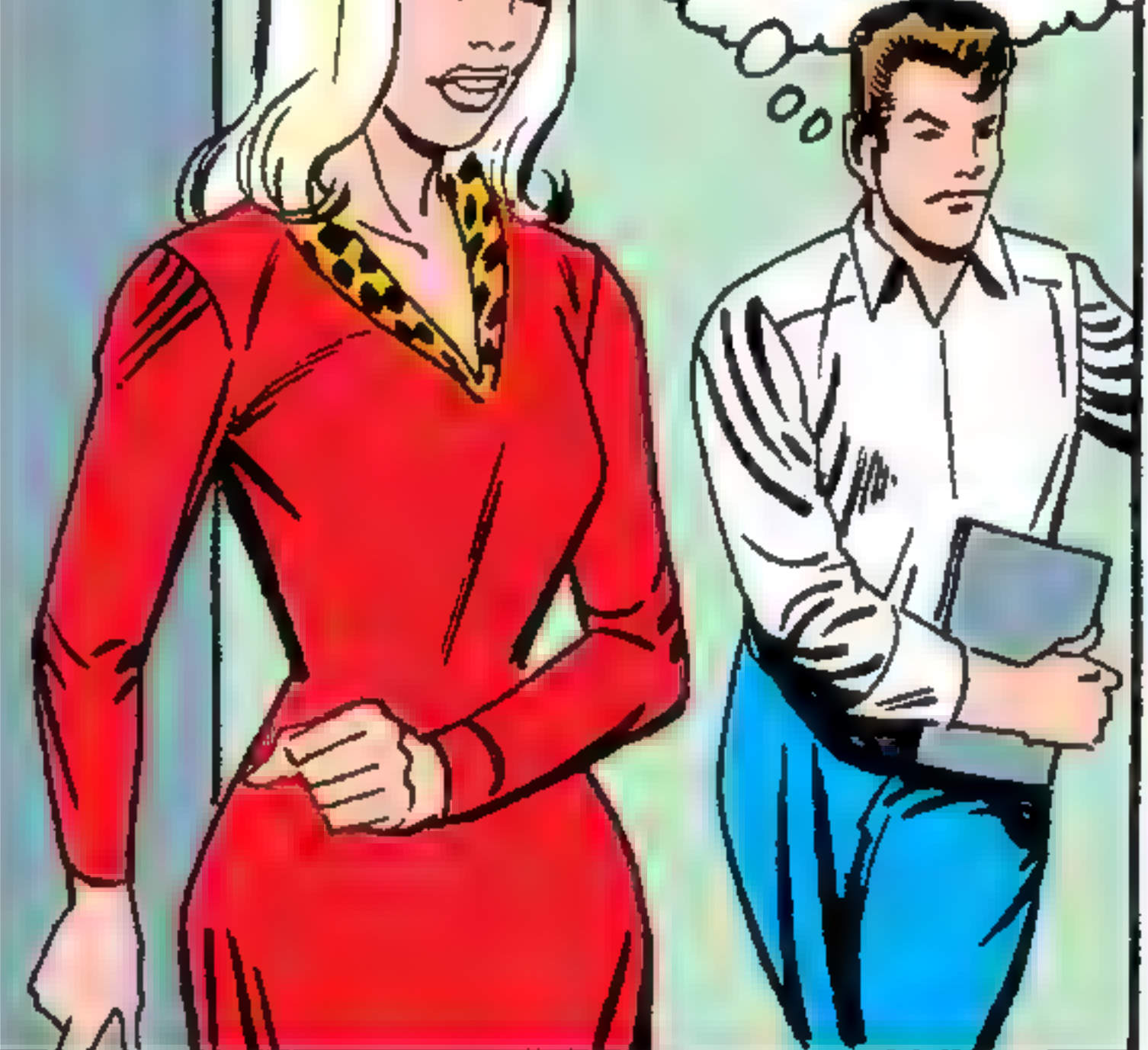
PETER PARKER IS THE ONLY BOY I'VE MET WHO HASN'T GIVEN ME A TUMBLE!



AND THAT'S A CHALLENGE **NO** GIRL CAN RESIST!

HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!

IF I GET TO THE HOSPITAL **EARLIER**, I'LL BE ABLE TO VISIT LONGER WITH AUNT MAY!



HEL-LO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?

I'M AWFULLY SORRY! YOU'LL HAVE TO **EXCUSE** ME! I'M IN A REAL BIG HURRY! CAN'T STOP NOW!



WHY--THE UNMITIGATED **NERVE** OF HIM!

NOBODY GIVES **GWEN STACY** THE BRUSH-OFF THAT WAY!

YOU, YOUNG MAN, ARE GOING TO **REGRET** THAT--I PROMISE!

AND, AT THE HOSPITAL ONCE AGAIN...

ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!

OF COURSE I AM! YOU JUST WORRY ABOUT **YOURSELF**, AUNT MAY!

WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?

OH, I'M GETTING ALONG FINE! JUST FINE!

NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!

SOMEHOW I--I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!

WELL, I'LL BE LEAVING NOW, DOCTOR...

THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF **SPIDER-MAN** SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE...!

I JUST **HAVE** TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL **GONE**!

AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIDEY SEES...

A FLASHING **LIGHT** DOWN BELOW!

LOOKS AS THOUGH SOMEONE'S TRYING TO **SIGNAL** ME!

MIGHT BE A **TRAP**-- BUT I CAN'T AFFORD TO IGNORE IT!

IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE **KNOWS** ME! WONDER WHO HE IS?

SPIDER-MAN! LUCKY I SAW YOU!

I NEED YOUR **HELP**!

SORRY, MISTER! I'M FLAT BROKE MYSELF!

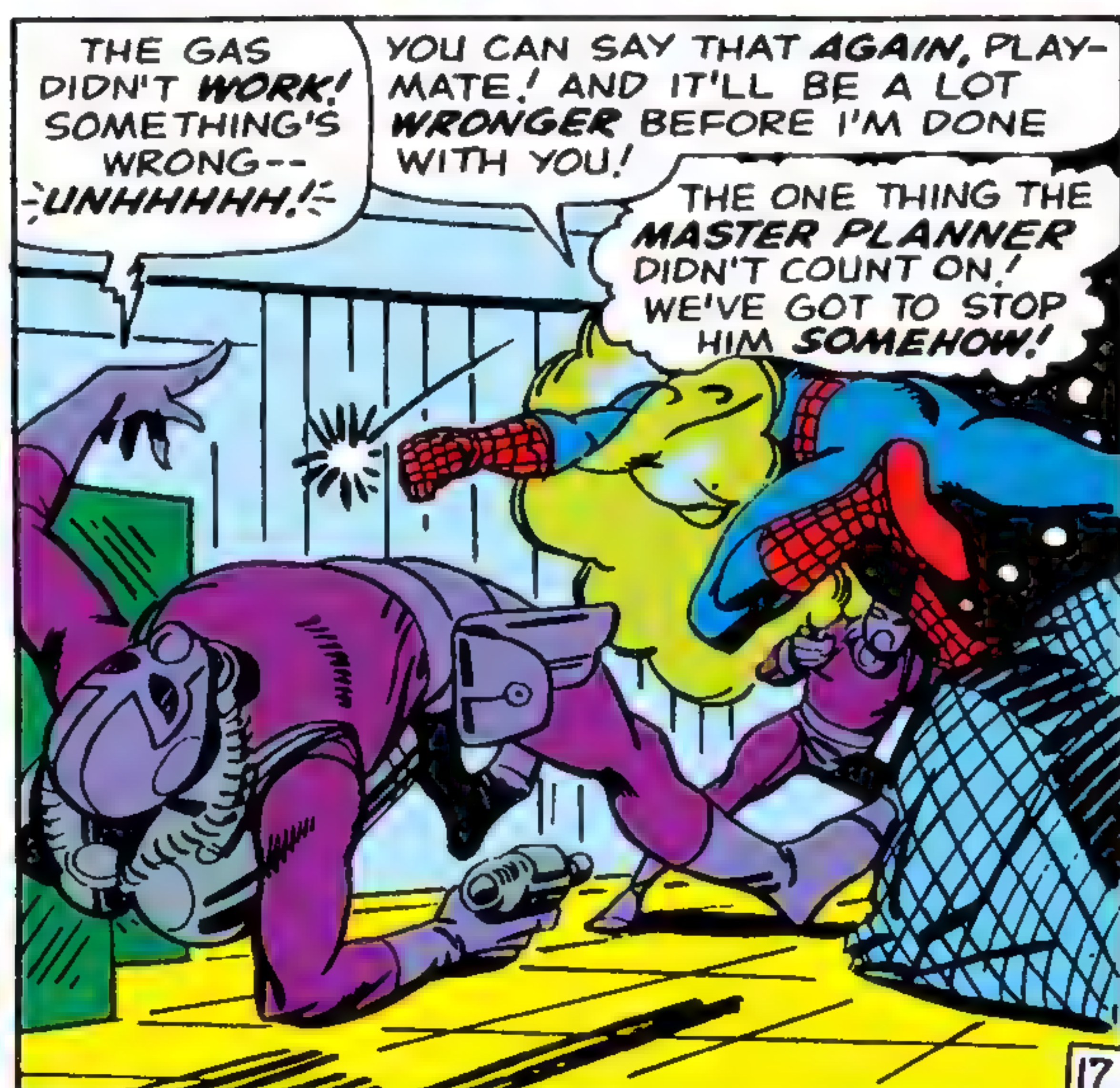
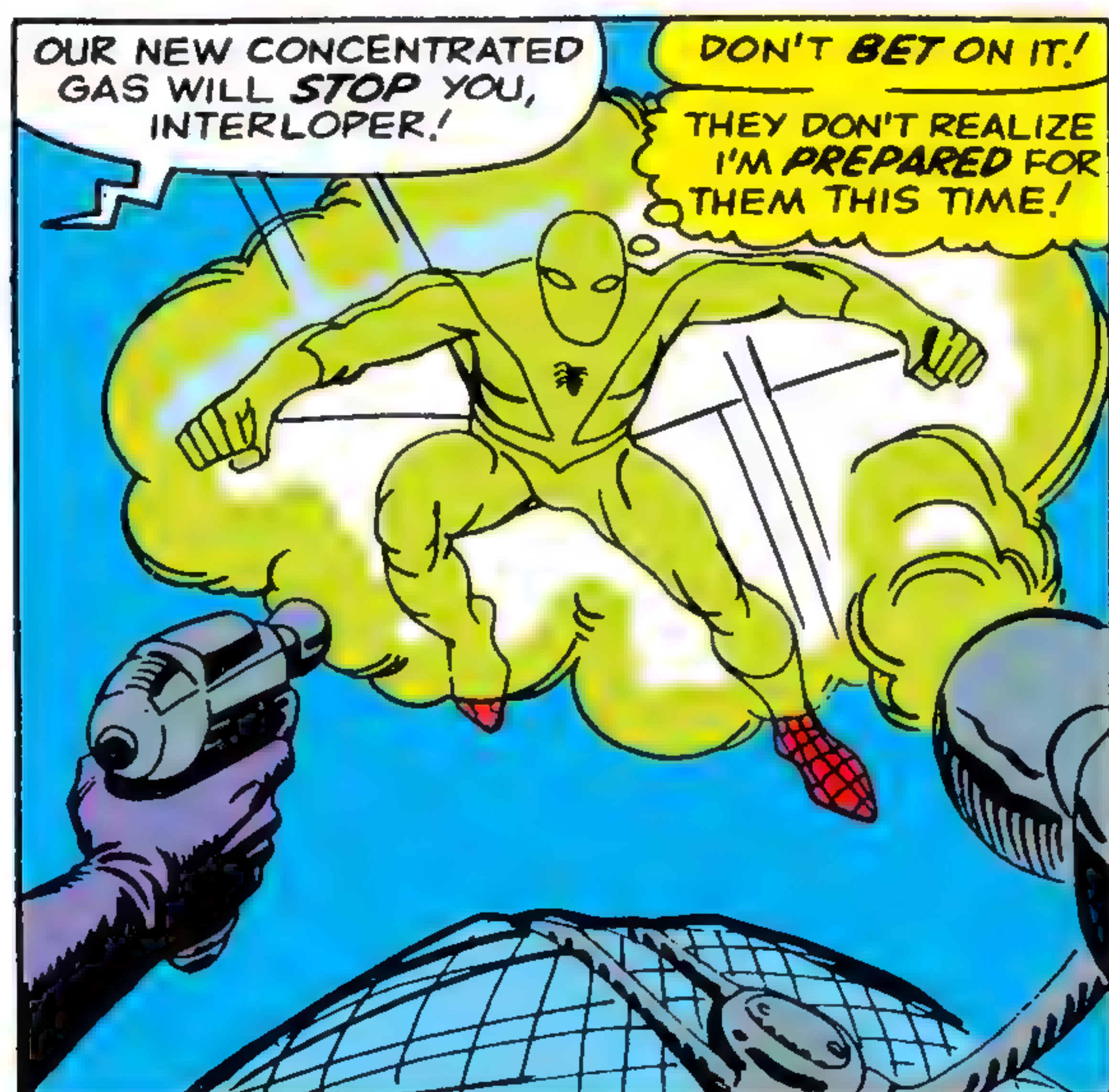
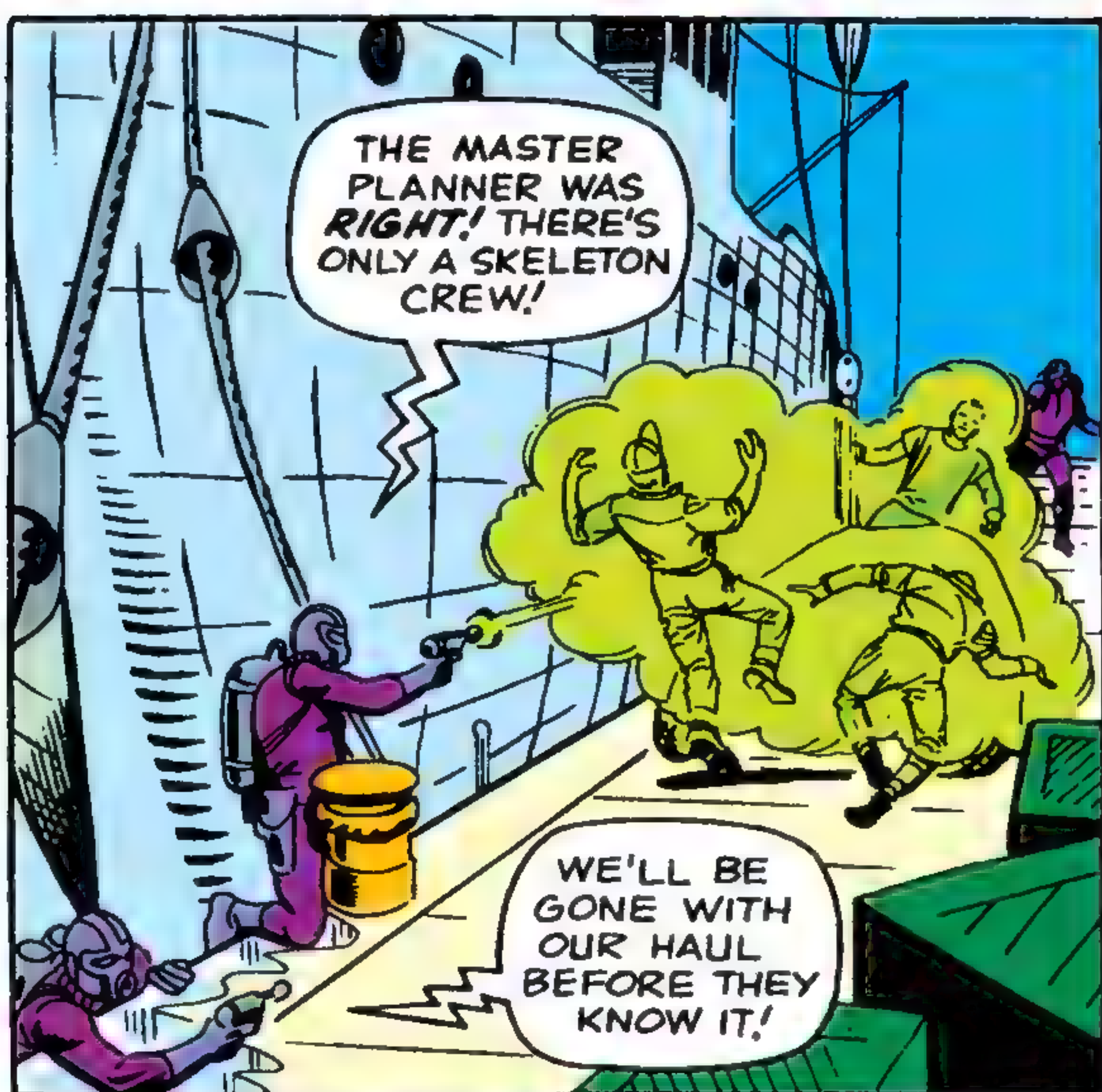
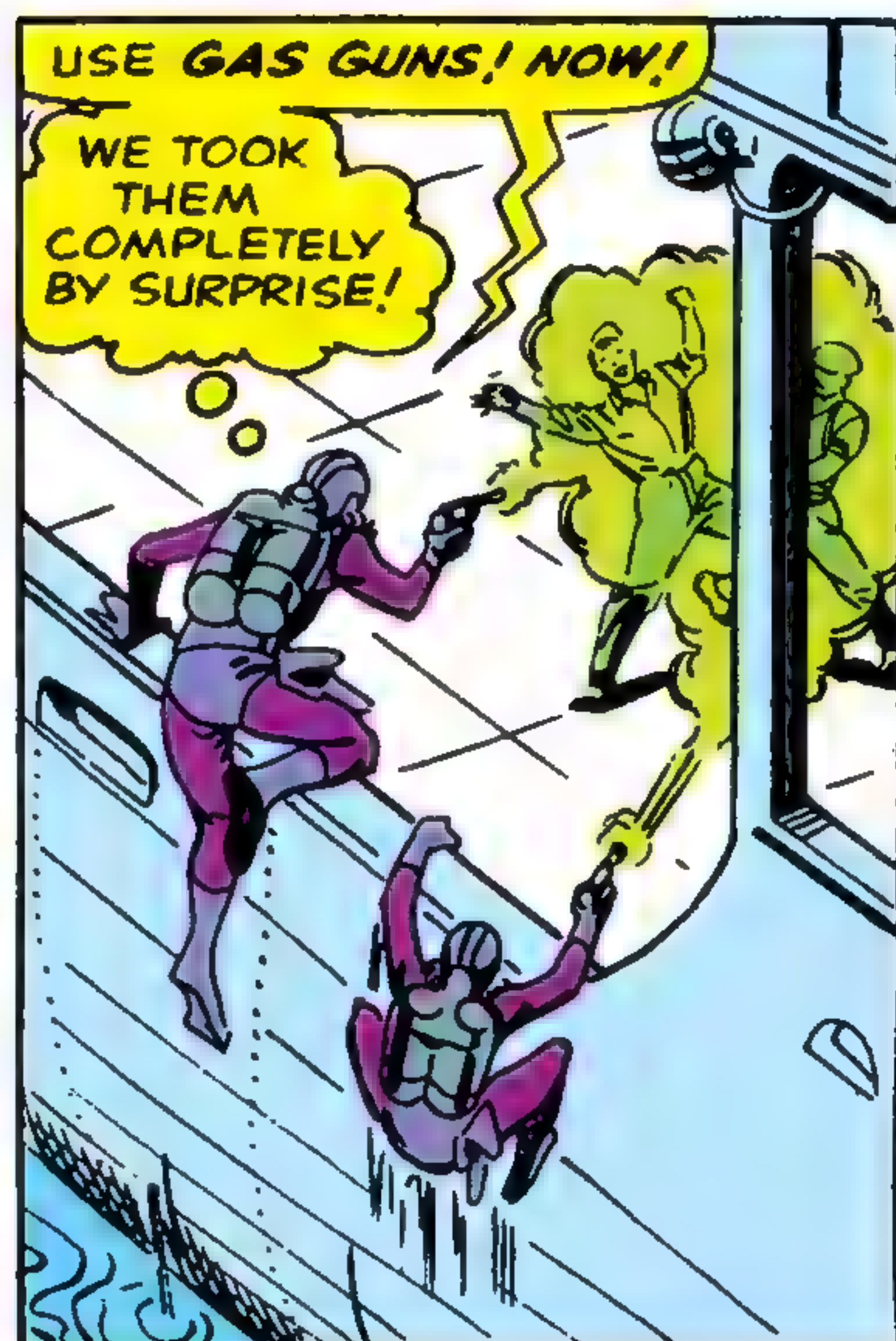
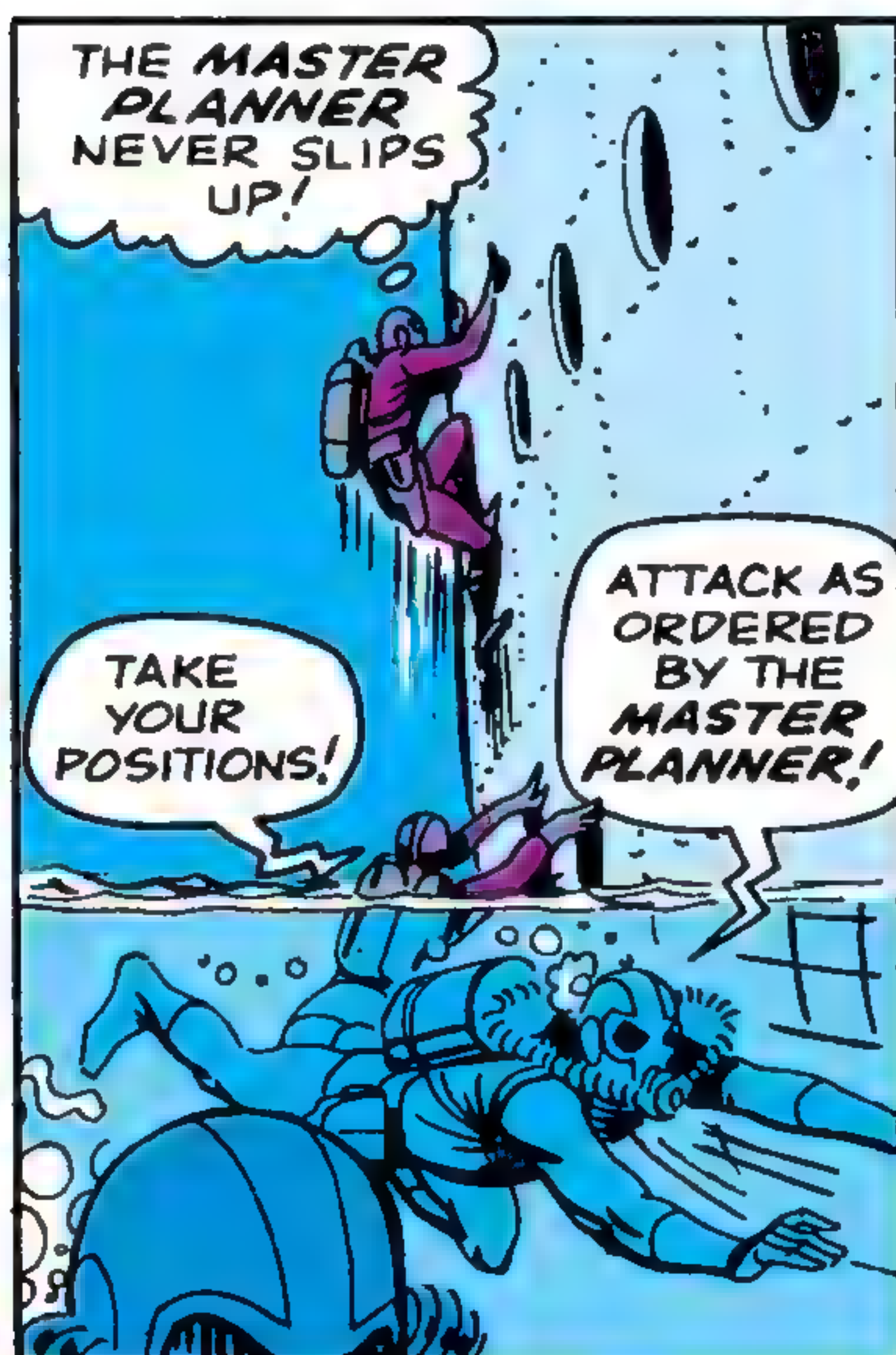
WAIT! THIS ISN'T A **TOUCH**! I THINK THERE'S GONNA BE A **ROBBERY** AT PIER SIX TONIGHT!

HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE-- BUT **YOU** COULD CHECK ON IT!

IF MY TIP IS **RIGHT**, AND YOU CATCH 'EM--I WANT SOME **CREDIT**!

SURE! SURE! I'LL REMEMBER YOU IN MY **WILL**!

MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!



MEANWHILE, HIGH ABOVE THE FIGHTING TEEN-AGER...

NOW THAT I'VE GAINED CONTROL OF THE CARGO BOOM, I'LL USE IT TO FINISH OFF SPIDER-MAN!

BUT, THE MASKED CRIMINAL HAD RECKONED WITHOUT OUR HERO'S AMAZING SPIDER SENSE....!

SOMETHING SWINGING TOWARDS ME! I'LL JUST LEAP ABOARD FOR THE RIDE!

BLAST IT! HE'S USING IT TO BOWL OUR OWN MEN OVER LIKE TEN-PINS!

DON'T RUSH, BOYS! I'LL GET TO ALL OF YOU!

UH OH! THEY'RE TRYING TO DISPOSE OF THE EVIDENCE AGAIN BY DROPPING IT IN THE WATER!

HOLD IT, GROUP! WAIT FOR ME!

YOU'RE LIABLE TO DROP THOSE CRATES! BUT, THIS STICKY WEBBING WILL HOLD THEM FAST!

NO, DON'T THANK ME! IT'LL MAKE ME BLUSH!

HEWIP!

WE'VE GOT TO STOP HIM, ONCE AND FOR ALL!

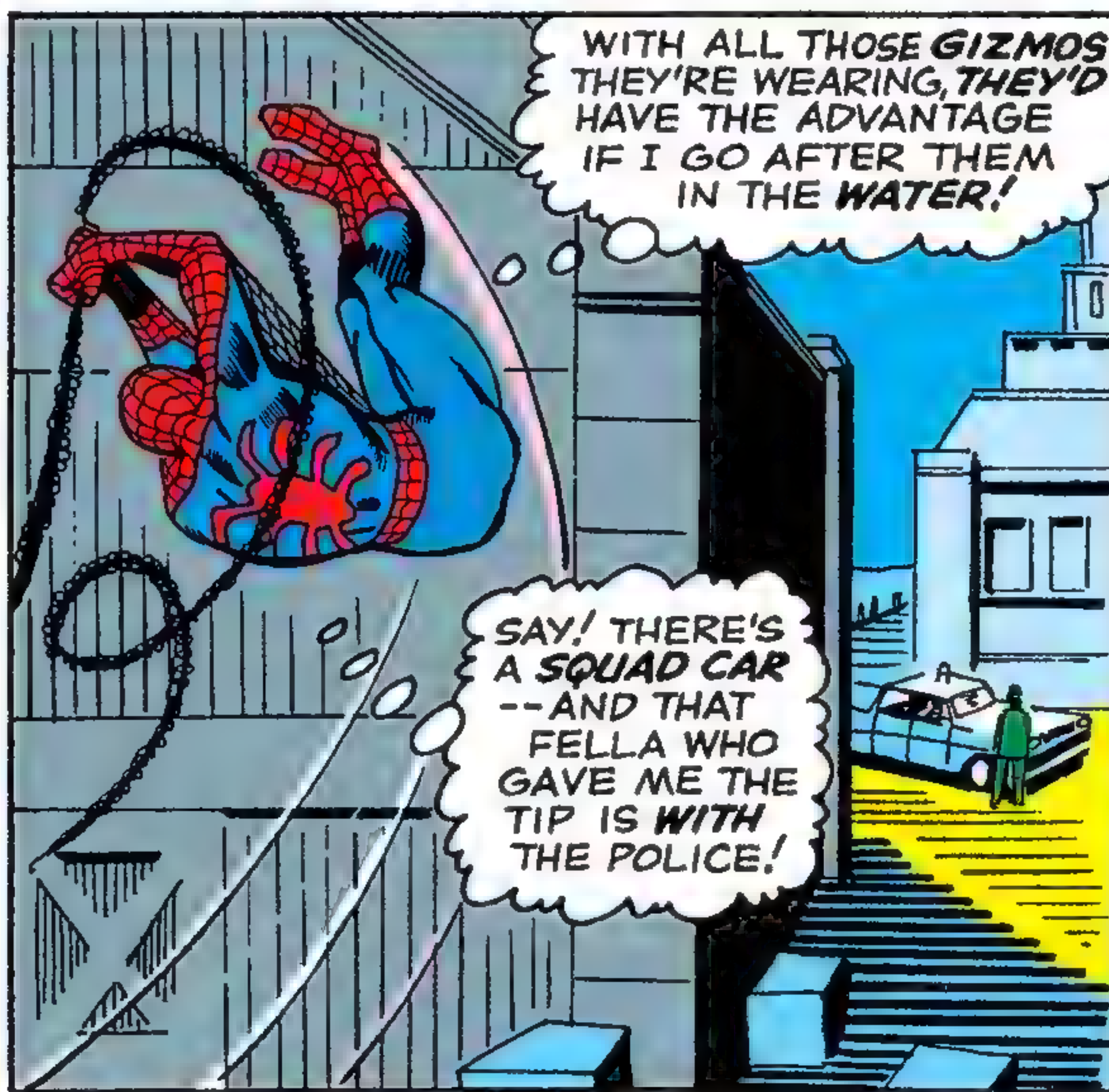
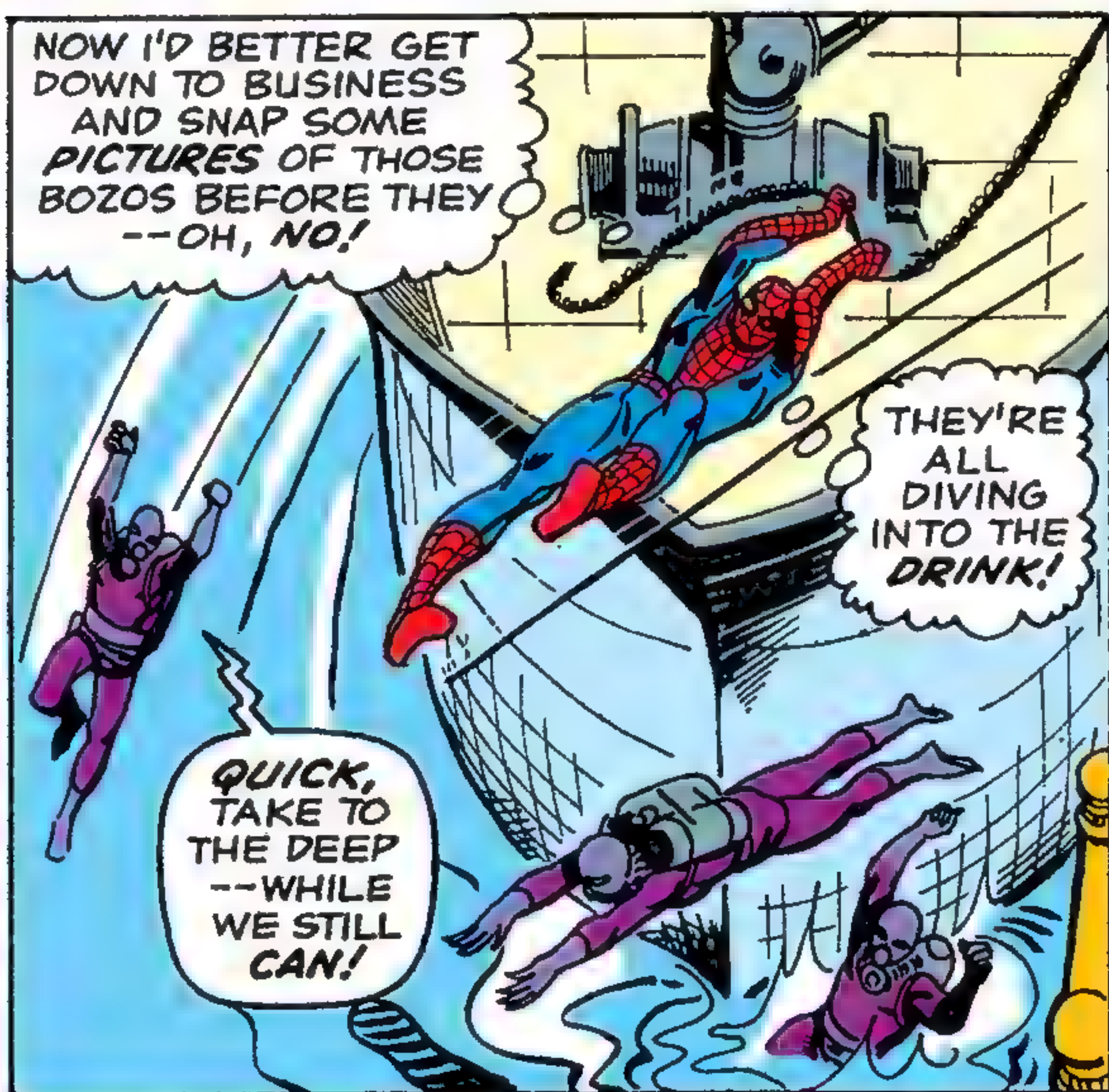
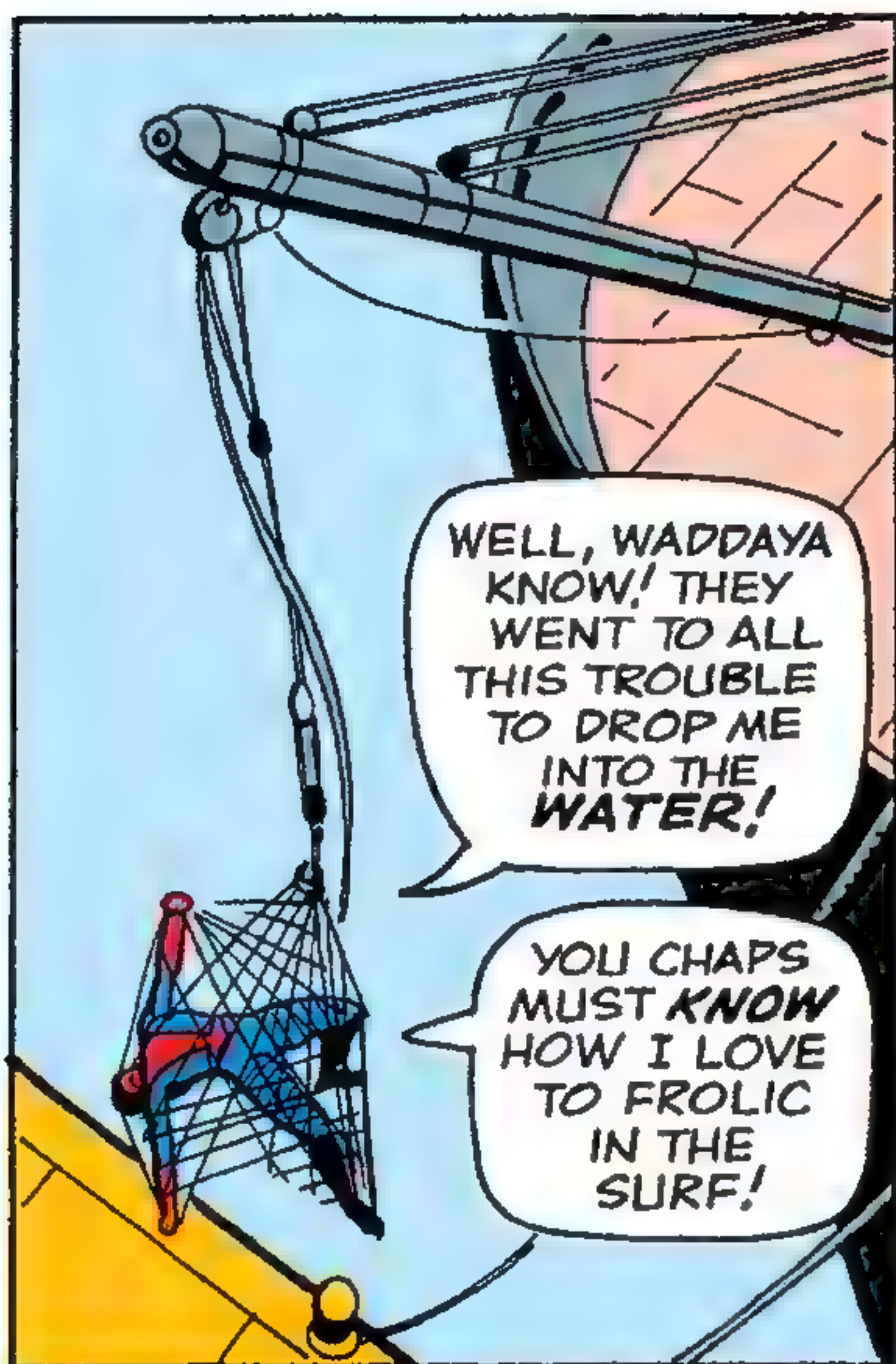
A FINE WAY TO TALK ABOUT THE FRIENDLIEST CRIME-FIGHTER IN TOWN!

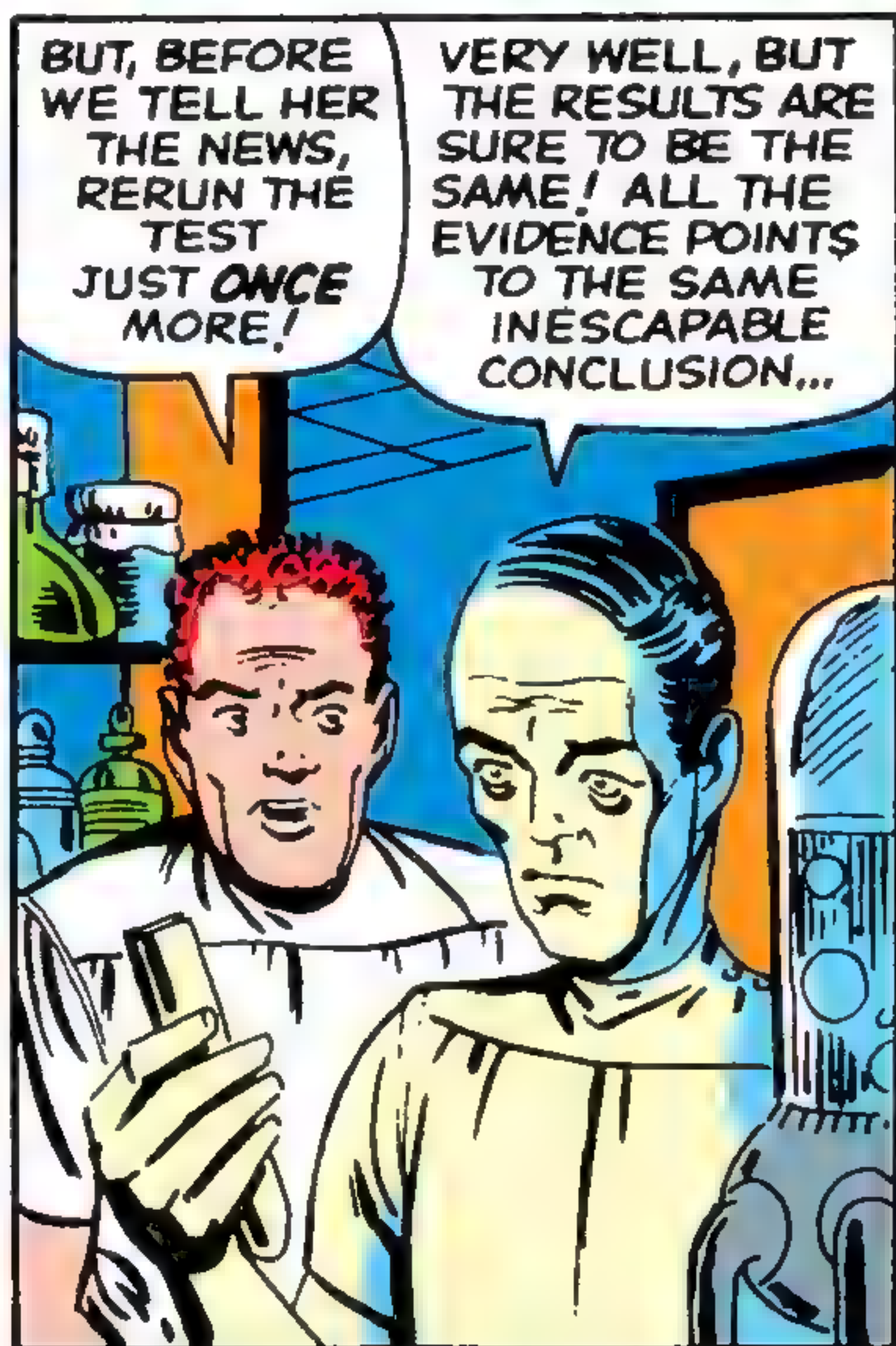
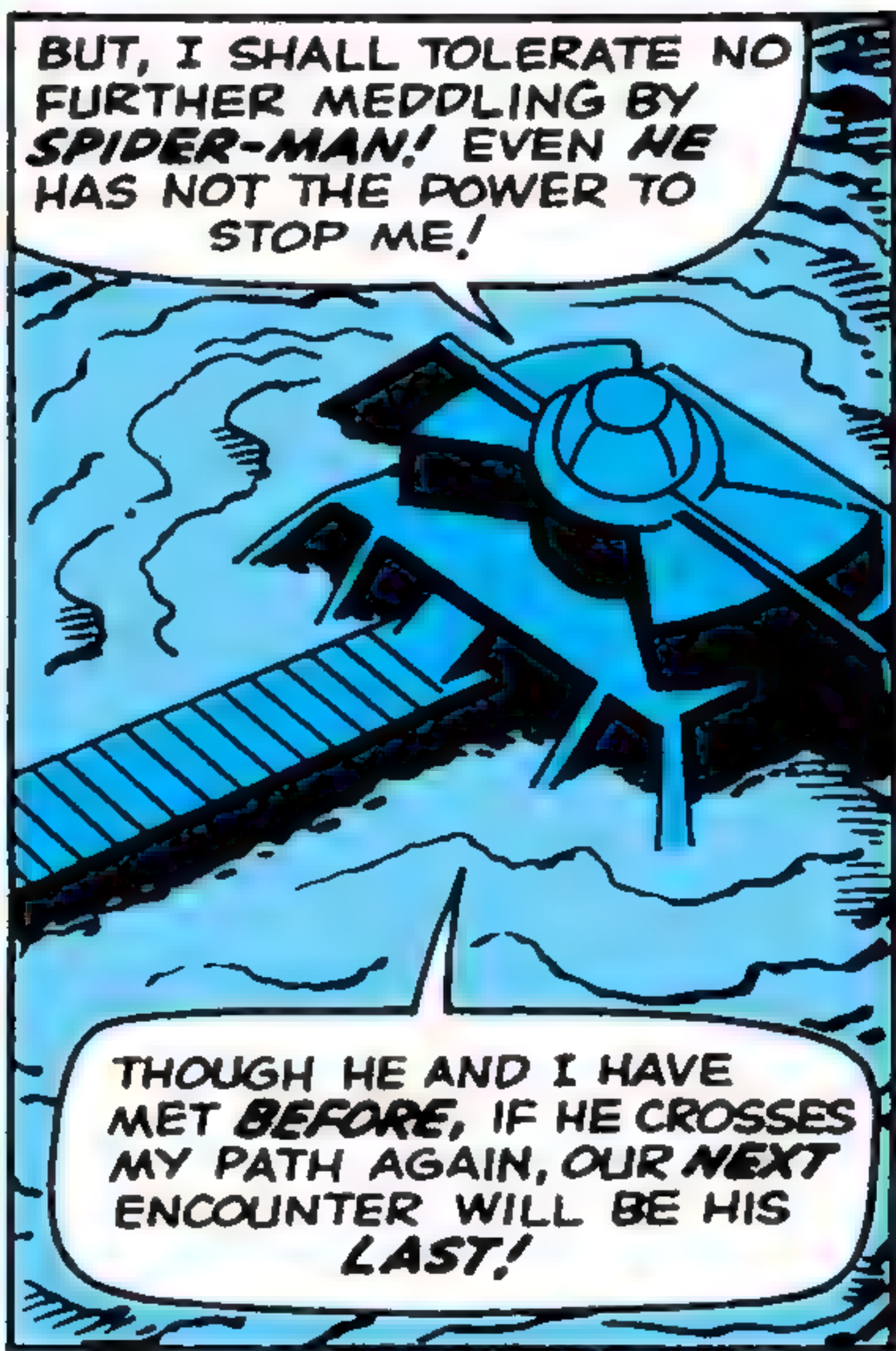
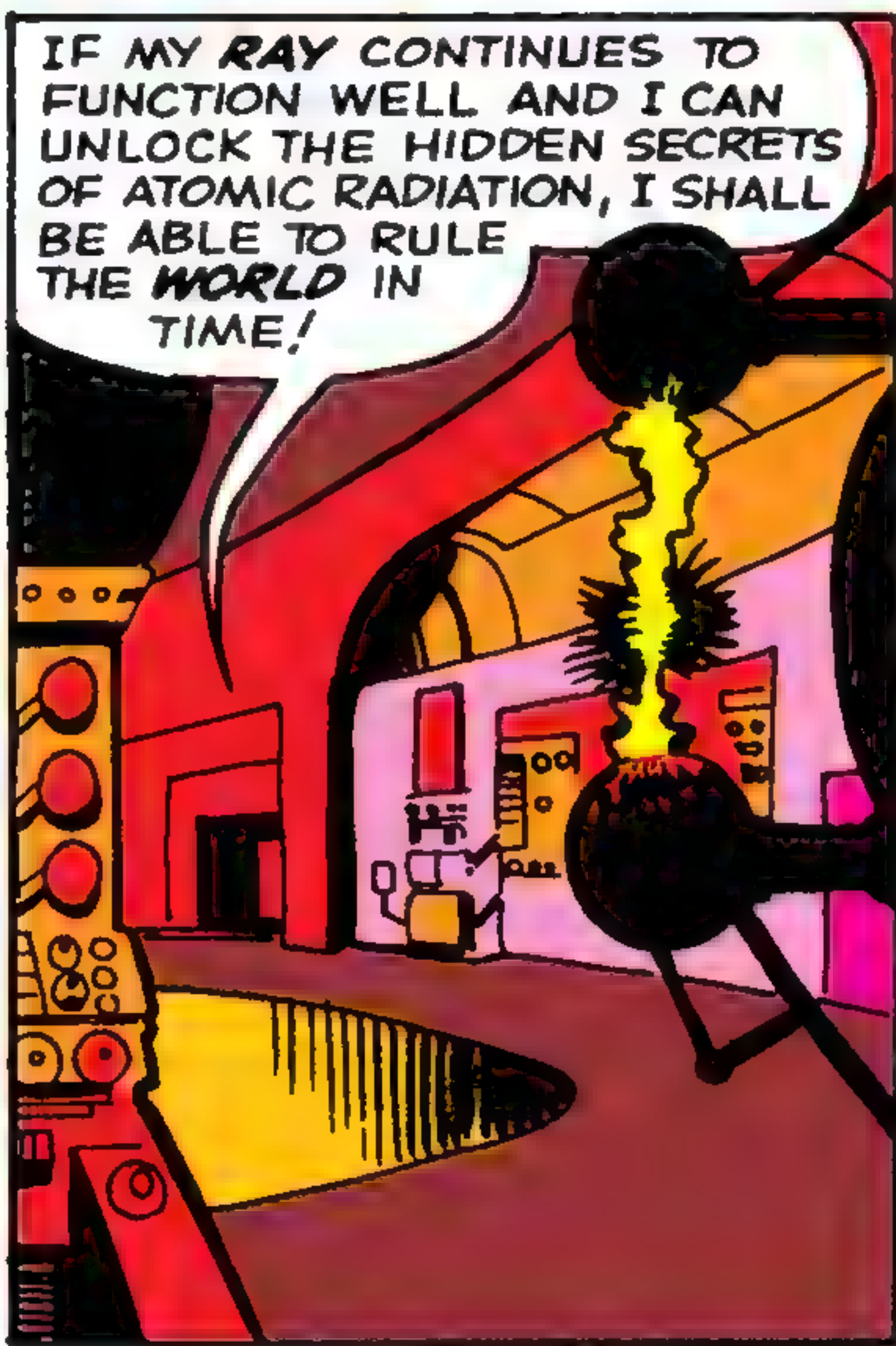
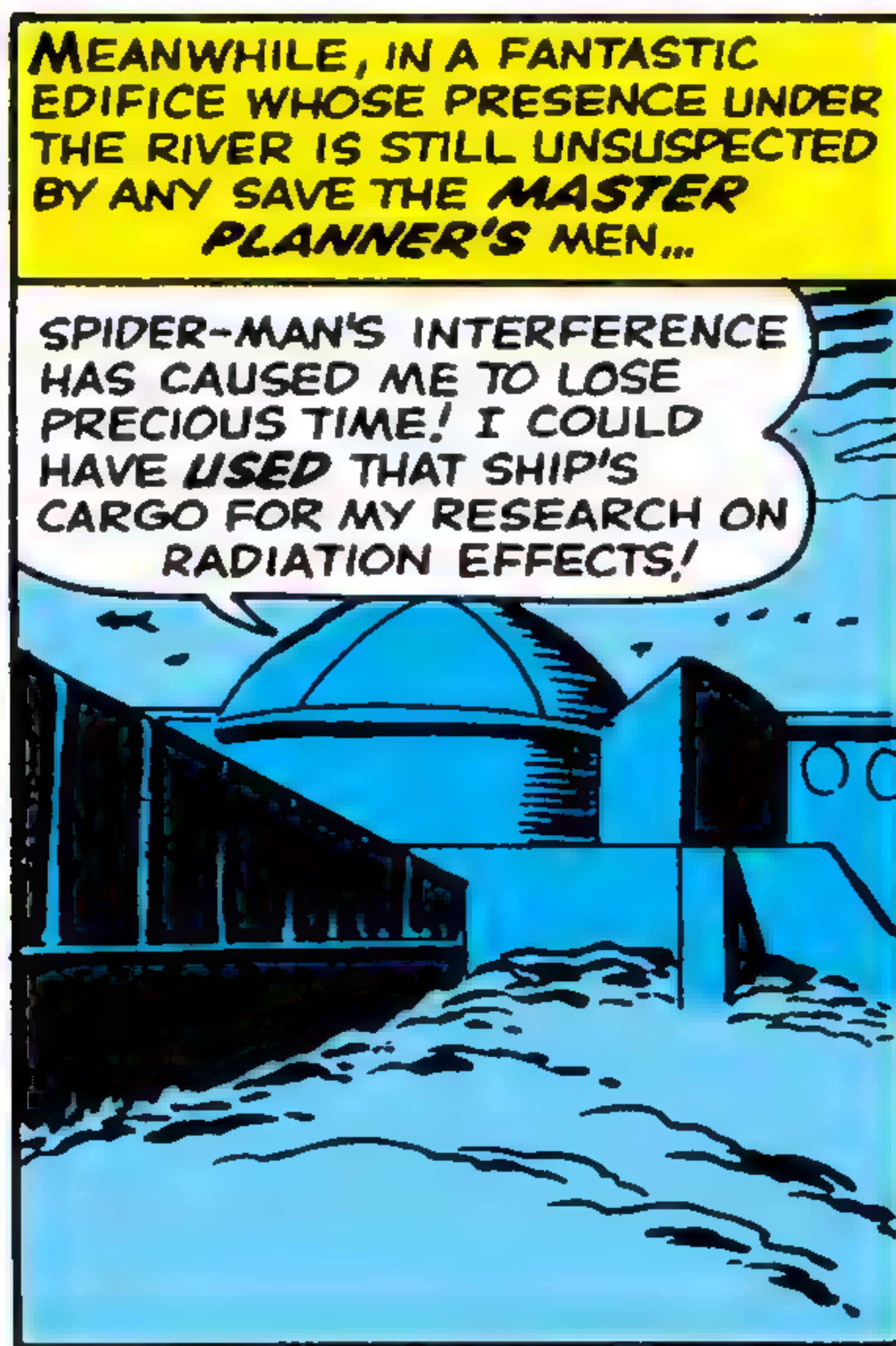
DUCK! WE'LL GET HIM FROM ABOVE!

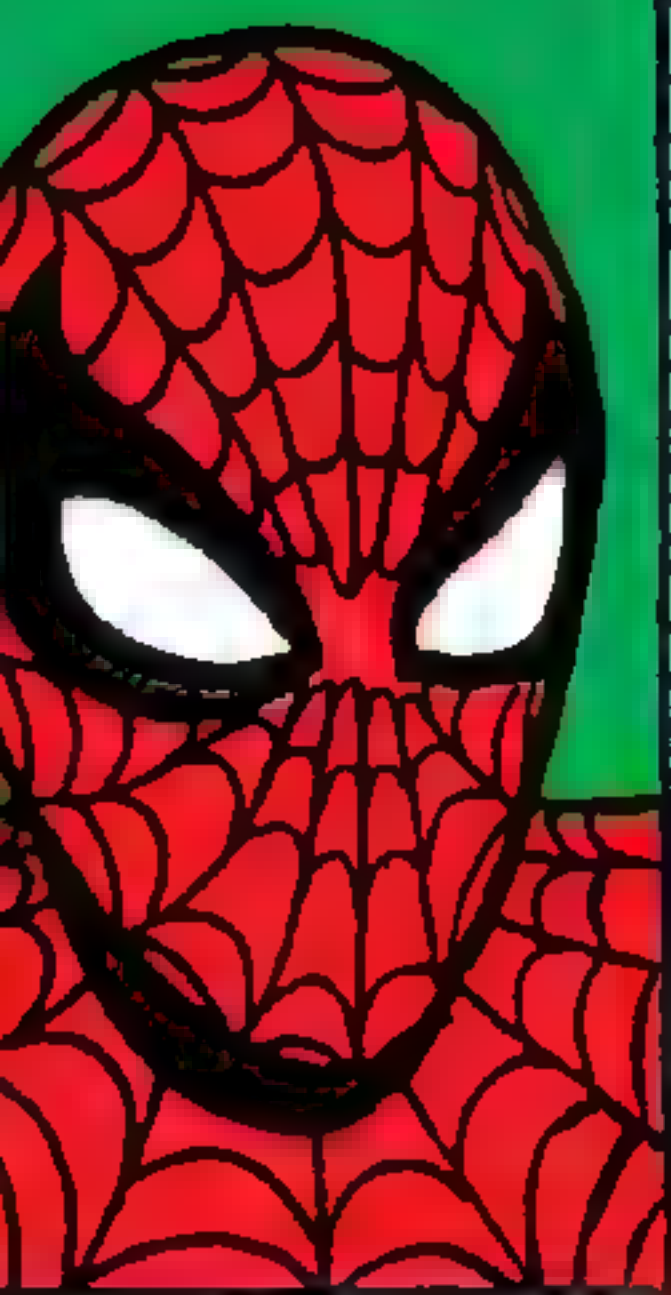
THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...

A CARGO NET! DROPPED ON ME FROM A CRANE!

IF I DIDN'T KNOW BETTER, I'D CLASSIFY YOUR ACTIONS AS INCREASINGLY HOSTILE!







MARVEL
COMICS
GROUP **12¢**

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

32
JAN

IND.

WITH HIS
AUNT MAY GRAVELY ILL
IN THE HOSPITAL, SPIDER-
MAN **FIGHTS** AS
NEVER BEFORE!



"MAN ON A RAMPAGE!"

THE AMAZING SPIDER-MAN!

PREPARE YOURSELF FOR A STARTLING SURPRISE! YOU AND SPIDEY ARE ABOUT TO MEET ONE OF HIS MOST POWERFUL FORMER FOES, AS THE TEEN-AGE WEB-SPINNER PLUNGES INTO BATTLE, WITH EVERY TICK OF THE CLOCK BRINGING HIM CLOSER TO --
DEFEAT!

UNDER THE SEA IT STANDS--THE HIDDEN HEADQUARTERS OF THE MASTER PLANNER, WHOSE BAND OF STRANGELY-GARBED CRIMINALS WE MET LAST ISH! LET'S LISTEN IN...

AM I ALWAYS TO BE PLAGUED BY THAT SNIVELLING SPIDER-MAN?!! IF NOT FOR HIS ACCURSED INTERFERENCE*, I WOULD NOW POSSESS THE RADIO-ACTIVE MATERIAL I SO DESPERATELY NEED!

BUT, HE'LL NEVER RUIN MY PLANS AGAIN! HIS NEXT ATTEMPT WILL BE HIS LAST!

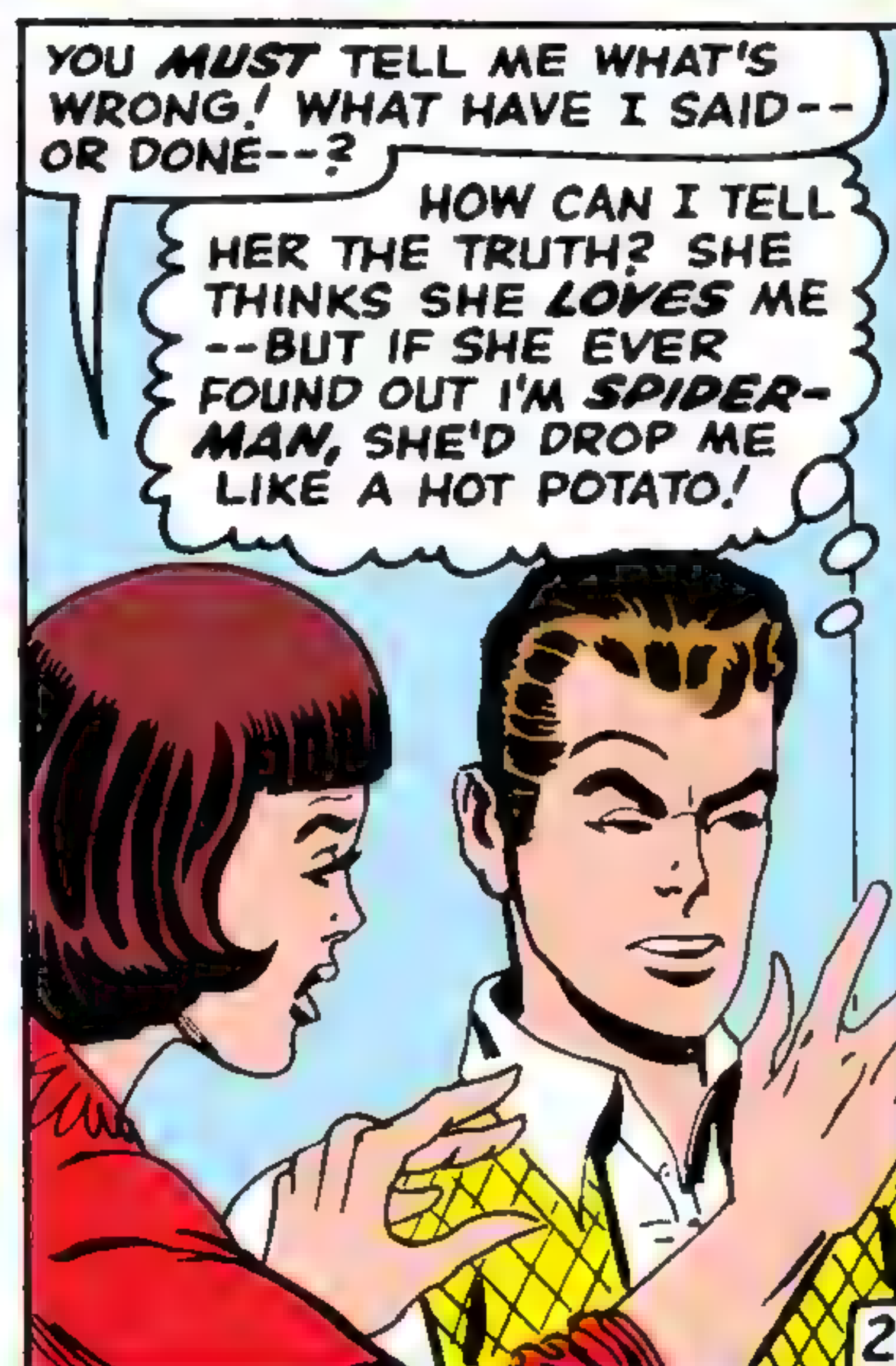
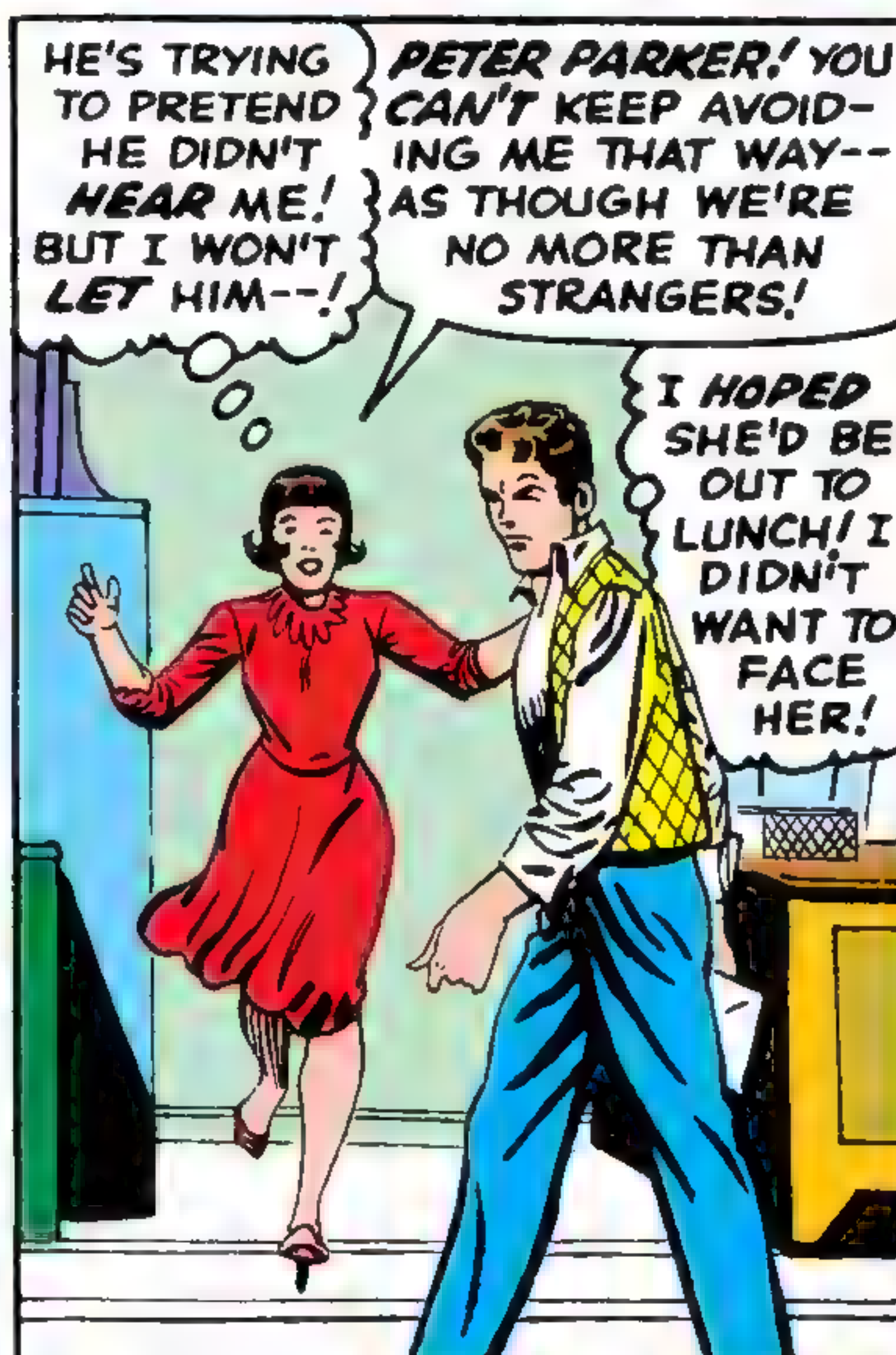
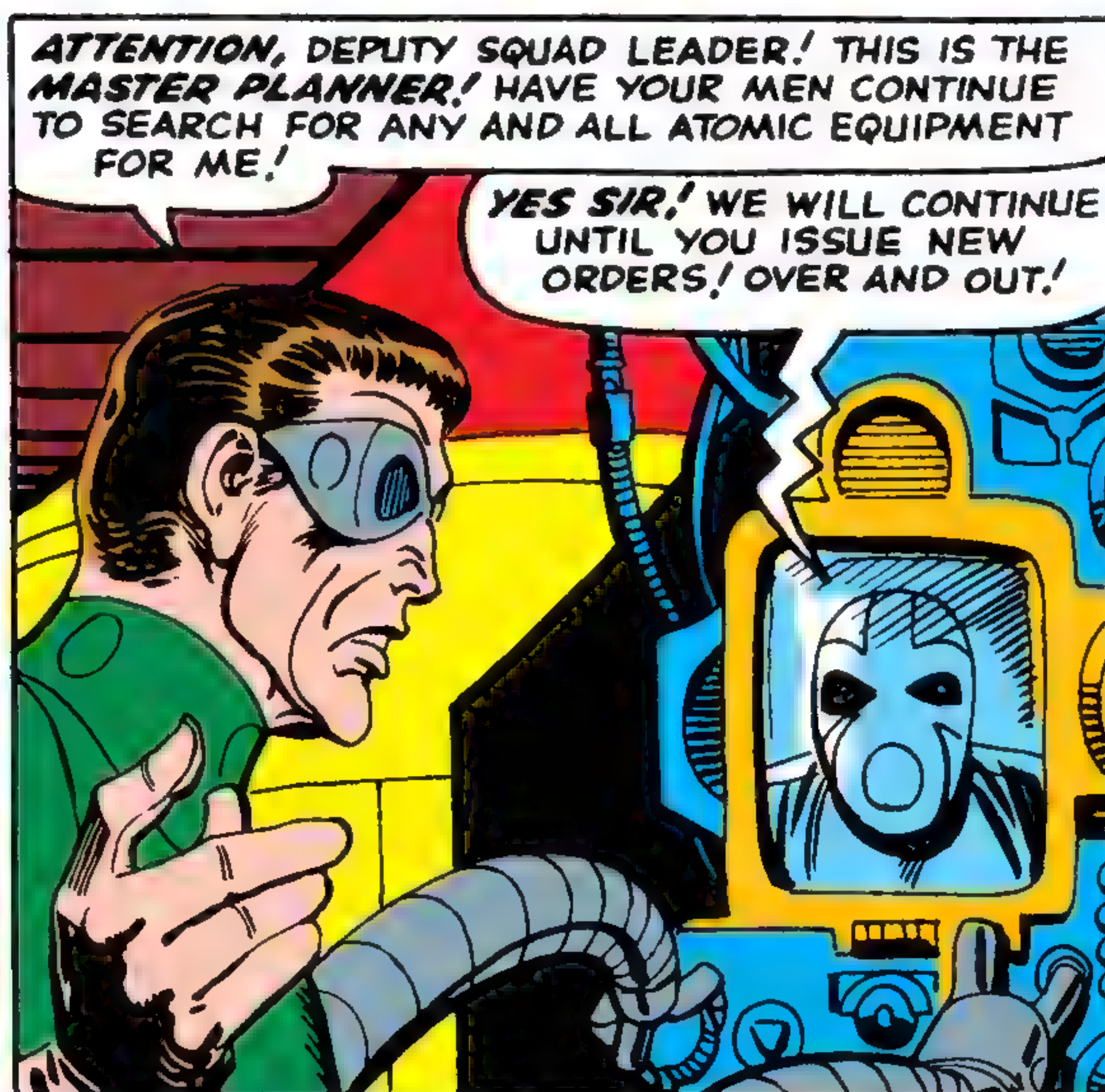
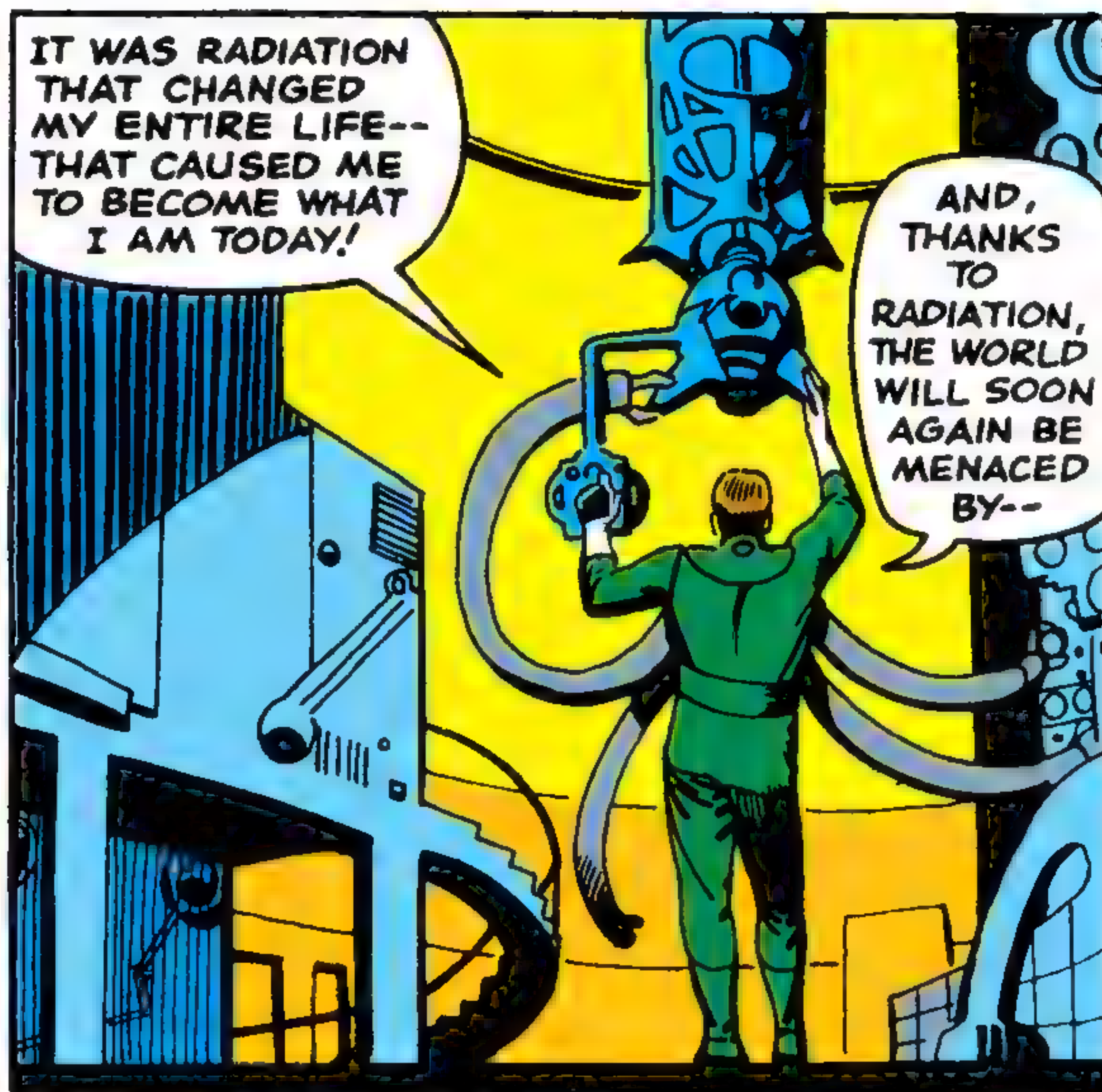
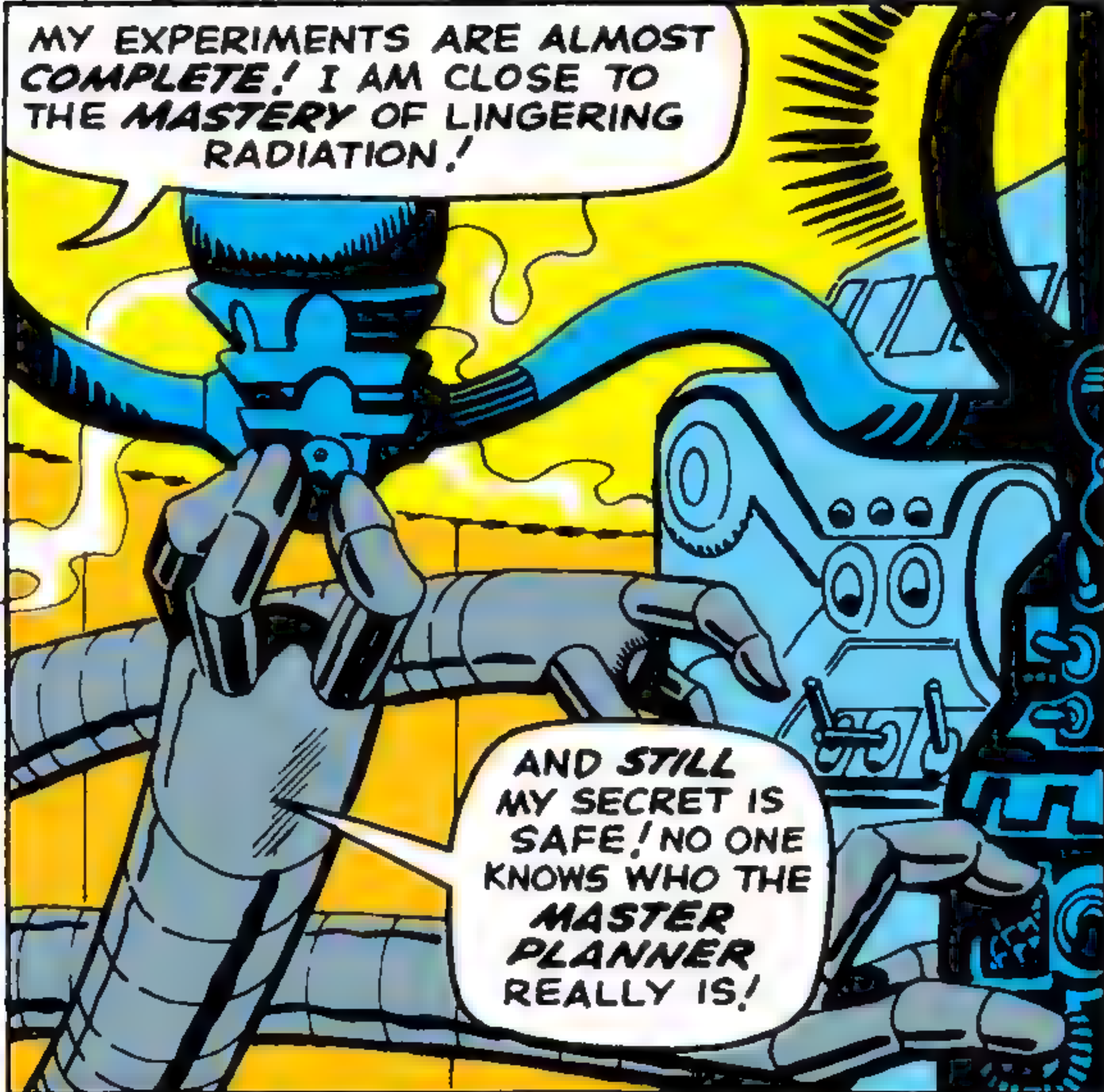
*SHOWN, IN ALL ITS GLORY, LAST ISH! REMEMBER?-- STAN.

"MAN ON A RAMPAGE!"

SCRIPT & EDITING BY:
STAN LEE

PLOT & ILLUSTRATION BY:
STEVE DITKO

LETTERING & KIBITZING BY:
ARTIE SIMEK



AND THEN, NED LEEDS, THE YOUNG REPORTER WHO HAS ASKED BETTY BRANT TO MARRY HIM, ENTERS THE SCENE...



BUTT OUT, CREEP! I DON'T OWE BETTY ANYTHING! WE HAD A FEW LAUGHS TOGETHER, THAT'S ALL! MAYBE I'VE OUTGROWN HER!



IT'S EASY FOR HIM TO BE CALM! HE DOESN'T LOVE A GIRL WHO'D HATE HIM IF SHE LEARNED ABOUT HIS SECRET IDENTITY!



BUT YOU KNOW HOW I FEEL ABOUT BETTY! IF YOU'RE NOT INTERESTED, WHY DON'T YOU JUST SAY SO, AND--



AND, ON THE OTHER SIDE OF THE DOOR, WE FIND...



SORRY, MR. JAMESON! I GUESS I JUST GOT CARRIED AWAY!

PARKER! I NEVER THOUGHT OF YOU AS THE VIOLENT TYPE! WHAT ARE YOU DOING HERE, ANYWAY?



THAT'S THAT! BETTY MUST DESPISE ME NOW! NEVER KNOWING HOW MUCH I REALLY LOVE HER-- OR HOW MUCH TOUGHER THIS IS FOR ME!

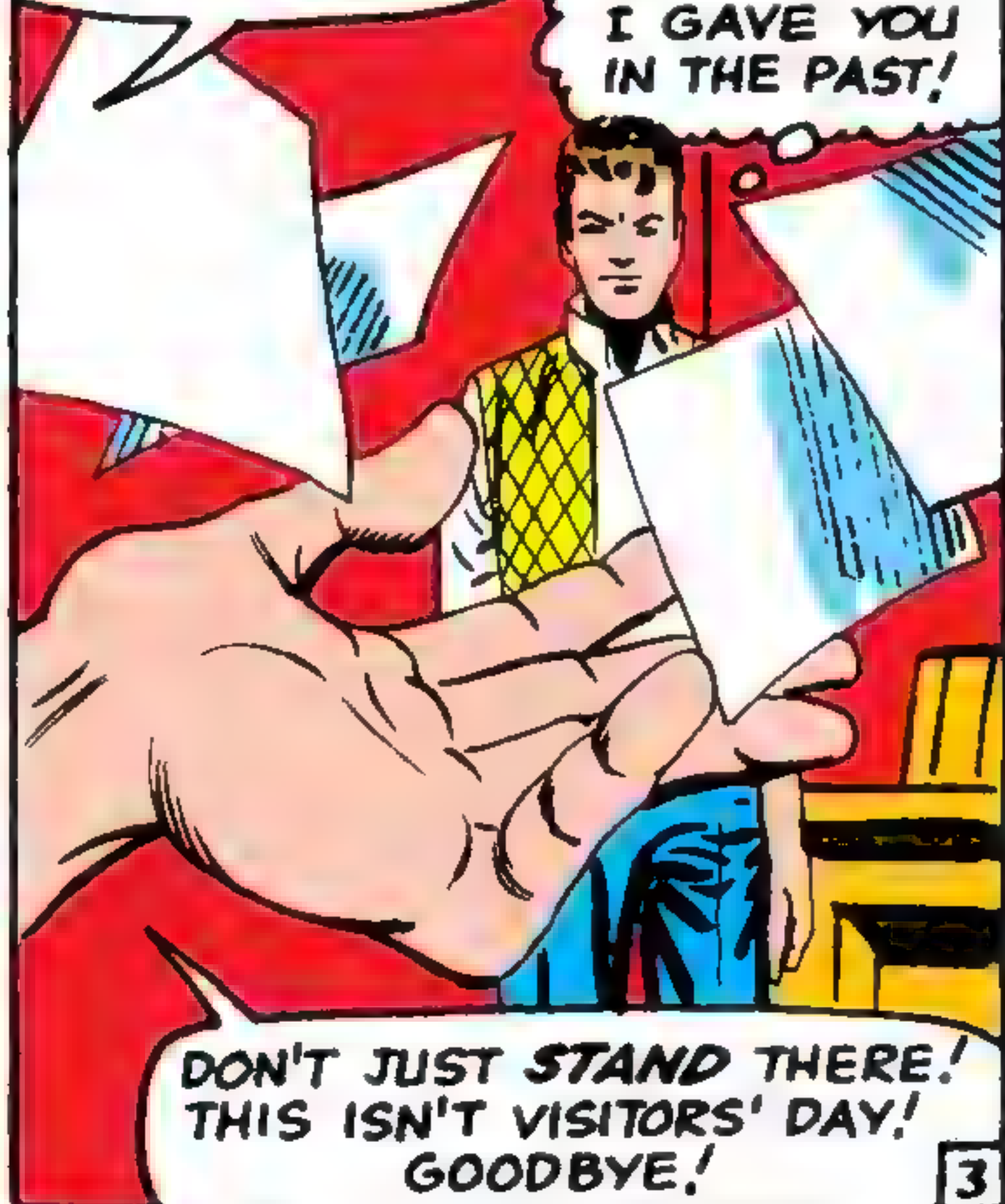


YOU CALL *THESE* NEWS PHOTOS?? JUST A FEW SHOTS OF SOME STRIKERS PICKETING A DEPARTMENT STORE! YOU'RE SLIPPING, PARKER!



CAN'T USE 'EM! DON'T WASTE MY TIME UNLESS YOU HAVE SOMETHING GOOD!

YOU OLD SKIN-FLINT! YOU'VE FORGOTTEN ALL THE GREAT EXCLUSIVES I GAVE YOU IN THE PAST!



BUT, AS THE ANGUISHED YOUTH TURNS TO LEAVE...

YOUR LITTLE ROUTINE DIDN'T FOOL ME ONE BIT, PETER PARKER! I KNOW YOU TOO WELL NOT TO REALIZE YOU'RE JUST PUTTING ON AN ACT FOR MY BENEFIT!

THINK WHAT YOU WANT TO! IT'S YOUR PRIVILEGE!



PETER, LISTEN-- WHATEVER IS BOTHERING YOU WHY WON'T YOU TELL ME? PERHAPS WE CAN WORK IT OUT TOGETHER!

SURE! I CAN SEE HER WORKING OUT THE FACT THAT I HAPPEN TO BE SPIDER-MAN!

FORGET IT! NOTHING'S BOTHERING ME! I'M HAPPY AS A LARK!



MAYBE IT WOULD MAKE ME FEEL BETTER TO TELL HER THE TRUTH ABOUT ME! BUT, I'D BE SURE TO LOSE HER, ANYWAY-- AND THEN SHE'D BE BURDENED WITH MY SECRET, ALSO!

I LOVE HER TOO MUCH TO GIVE HER THAT EXTRA WORRY!



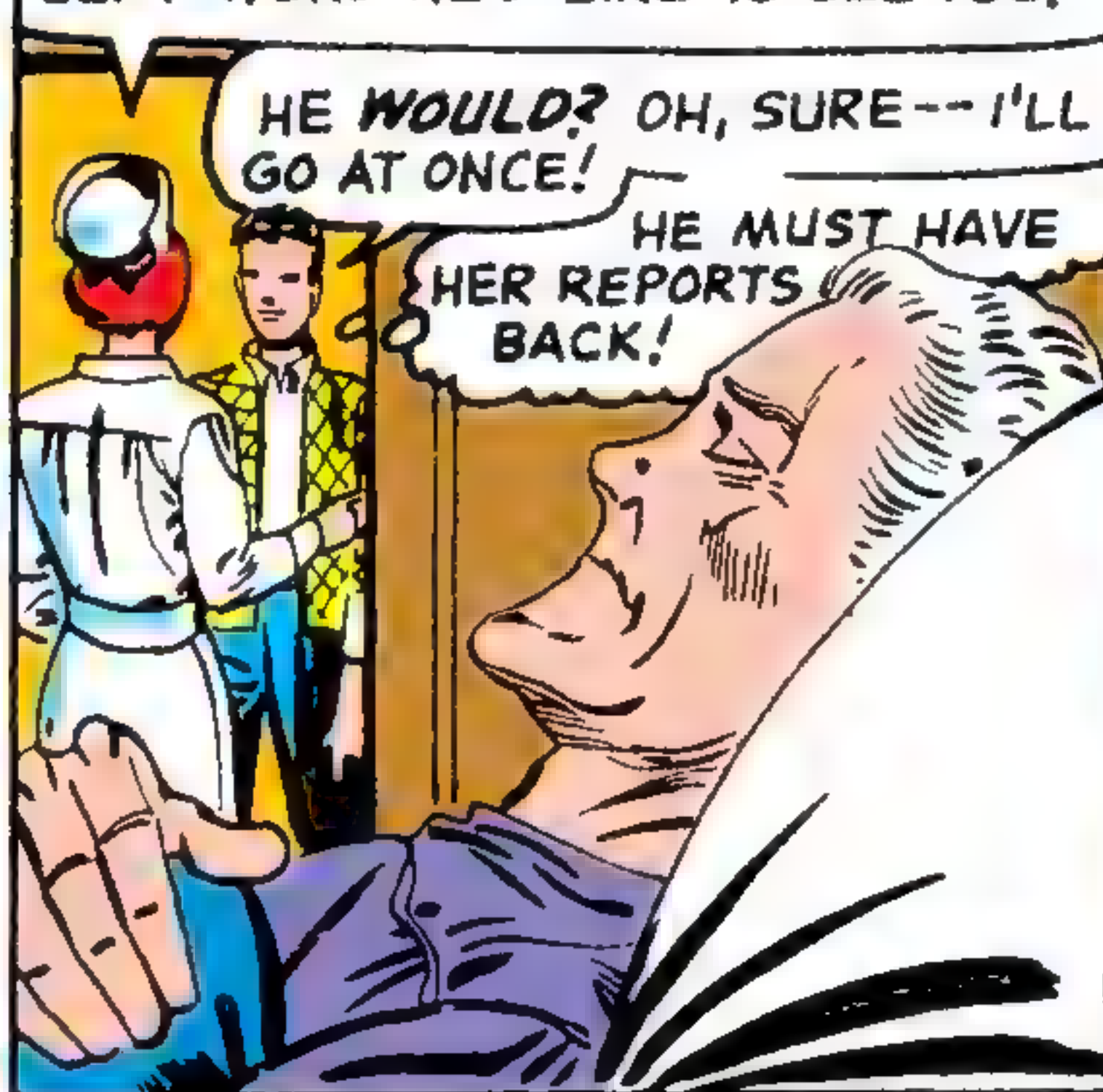
HAVE I BEEN WRONG ABOUT HIM?? CAN IT BE THAT HE DOESN'T CARE FOR ME??

BUT, EVEN HIS TORTURED THOUGHTS OF BETTY BRANT ARE DRIVEN FROM HIS MIND AS PETER REACHES THE HOSPITAL WHERE AUNT MAY IS ON THE CRITICAL LIST...

SHE'S TOO WEAK TO RECEIVE VISITORS NOW, MR. PARKER-- BUT THE DOCTOR LEFT WORD HE'D LIKE TO SEE YOU!

HE WOULD? OH, SURE-- I'LL GO AT ONCE!

HE MUST HAVE HER REPORTS BACK!



AND SO... YES, SON-- WE KNOW WHAT'S WRONG WITH YOUR AUNT-- BUT IT'S STILL A VERY PUZZLING CASE!

WHY, SIR?? WHAT'S SO PUZZLING ABOUT IT?

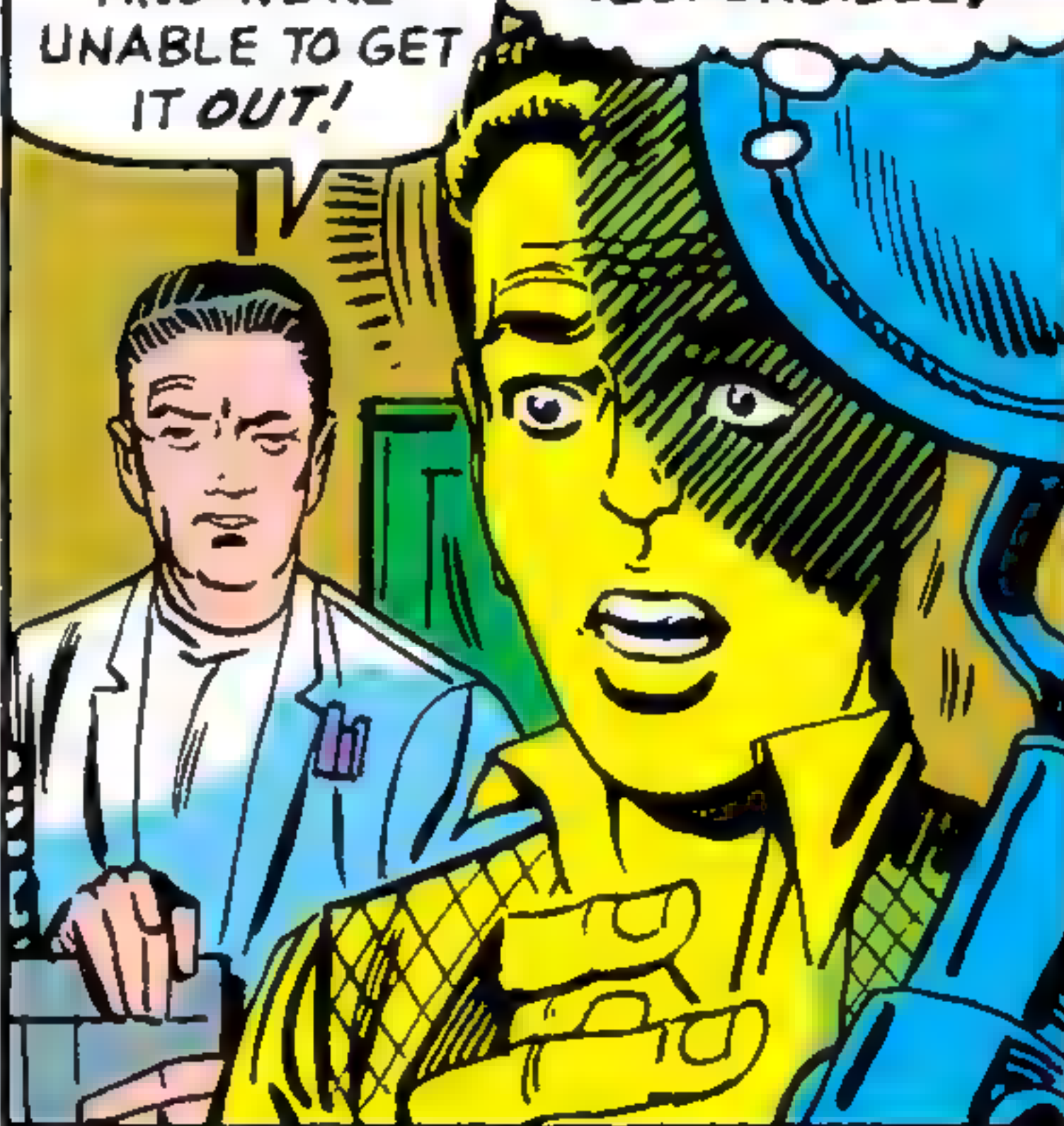
WE CANNOT UNDERSTAND WHAT CAUSED THE MALADY!



IN SOME MYSTERIOUS WAY, MRS. PARKER ABSORBED A RADIOACTIVE PARTICLE INTO HER BLOOD! AND WE'RE UNABLE TO GET IT OUT!

RADIOACTIVITY IN HER BLOOD STREAM?!!

IT MUST BE MY FAULT! I'M THE ONE RESPONSIBLE!

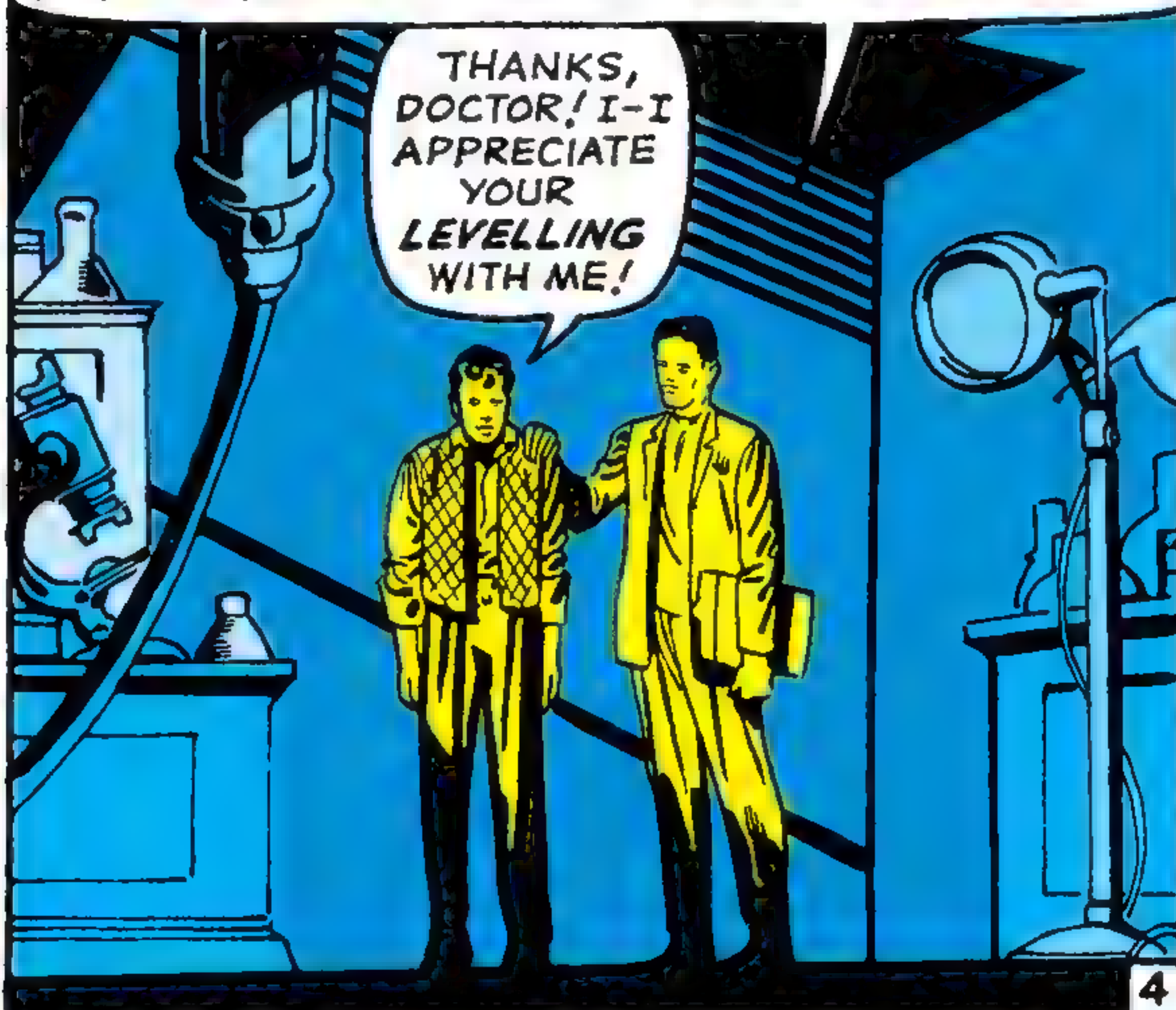


IT MUST HAVE HAPPENED THAT TIME SHE NEEDED A BLOOD TRANSFUSION --AND I DONATED MY BLOOD!*

SOME OF THE VERY RADIOACTIVITY WHICH TRANSFORMED ME TO SPIDER-MAN MUST HAVE GOTTEN INTO HER BLOOD STREAM! ONLY, IN HER CASE, IT'S PROVING HARMFUL!

WE DON'T REALLY KNOW HOW TO CONTROL IT, SON! BUT, REST ASSURED, WE'LL DO EVERYTHING WE CAN--ALTHOUGH I CANNOT HOLD OUT MUCH HOPE!

THANKS, DOCTOR! I-I APPRECIATE YOUR LEVELLING WITH ME!



*A NO-PRIZE TO THE FIRST SPIDEY FAN WHO TELLS US WHAT ISH THIS OCCURRED IN!
--FORGETFUL STAN!

ALL THE WAY HOME, THE HEAVY-HEARTED TEENAGER FIGHTS TO KEEP CONTROL -- BUT WHEN THE DOOR SHUTS BEHIND HIM AT LAST...

I'VE ALWAYS FELT I WAS PARTLY RESPONSIBLE FOR THE DEATH OF UNCLE BEN, BECAUSE HE WAS

KILLED BY A CRIMINAL WHOM I DIDN'T CATCH!

AND NOW-- AUNT MAY!

THE TWO PEOPLE I'VE LOVED MOST IN THE WORLD -- WHO WERE LIKE MY OWN FATHER AND MOTHER TO ME --!

YET, THEIR LOVE FOR ME -- THEIR KINDNESS TO ME -- HAS BROUGHT THEM NOTHING BUT -- TRAGEDY!

BUT IT CAN'T HAPPEN AGAIN! IT MUSTN'T! IT MUSTN'T!

NOT TO AUNT MAY!! SHE'S BEEN TOO GOOD -- TOO KIND --! I CAN'T PAY HER BACK -- LIKE THIS!!

THERE *MUST* BE SOME WAY TO SAVE HER! THERE *MUST* BE! AND, I'LL *FIND* IT! SOMEWHERE SOMEHOW -- I'LL *FIND* IT!

NO MATTER WHAT THE COST -- I'LL SAVE HER!

THERE'S *ONE* MAN WHO MIGHT HELP! DR. CONNORS! HE'S A SPECIALIST IN THIS FIELD!

IF ONLY I CAN REACH HIM! THE LAST I REMEMBER, HE WAS STILL IN FLORIDA!*

*HE WAS ALSO KNOWN AS -- THE LIZARD! IN SPIDER-MAN #6, RIGHT? -- STAN.

PHONE CALL FOLLOWS PHONE CALL IN A FRANTIC, FRENZIED SERIES, UNTIL...

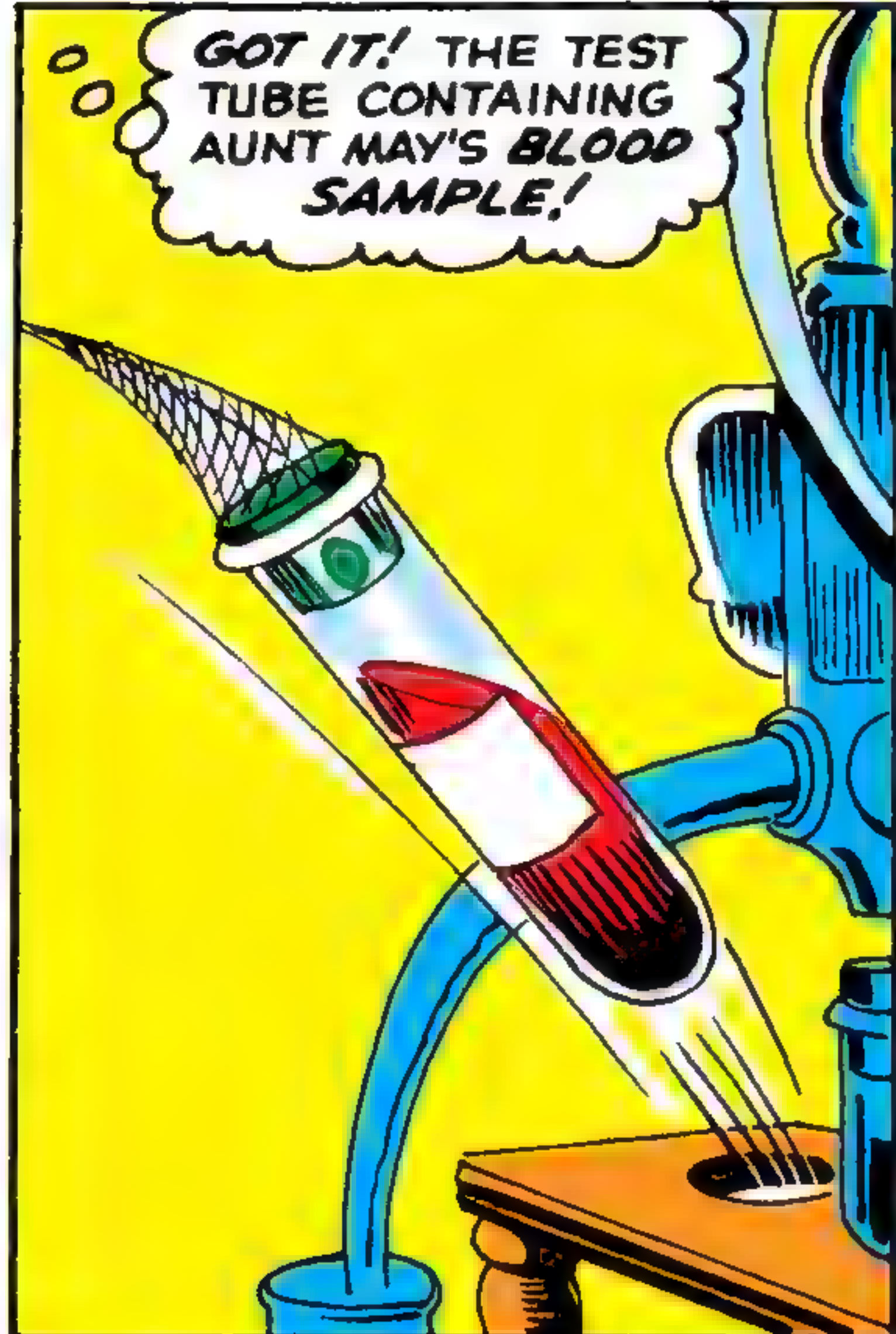
WHAT'S THAT? HE MOVED! BUT, YOU HAVE A FORWARDING ADDRESS --!

WHAT IS IT? EVERY MINUTE COUNTS!

IN NEW YORK!! WHERE --??!



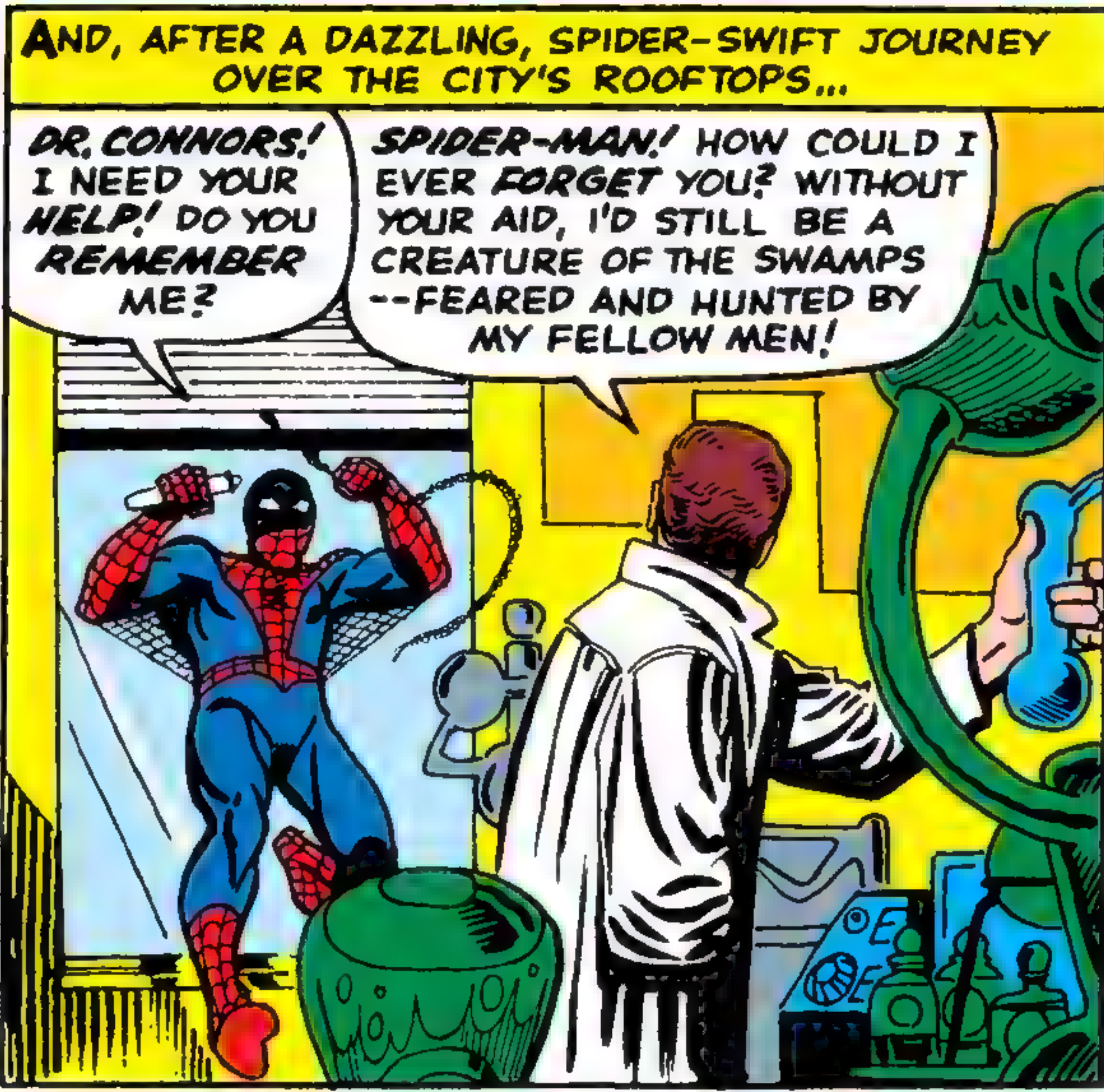
THERE IS WHAT I'M AFTER! CONNORS CAN'T HELP ME WITHOUT IT!



GOT IT! THE TEST TUBE CONTAINING AUNT MAY'S BLOOD SAMPLE!

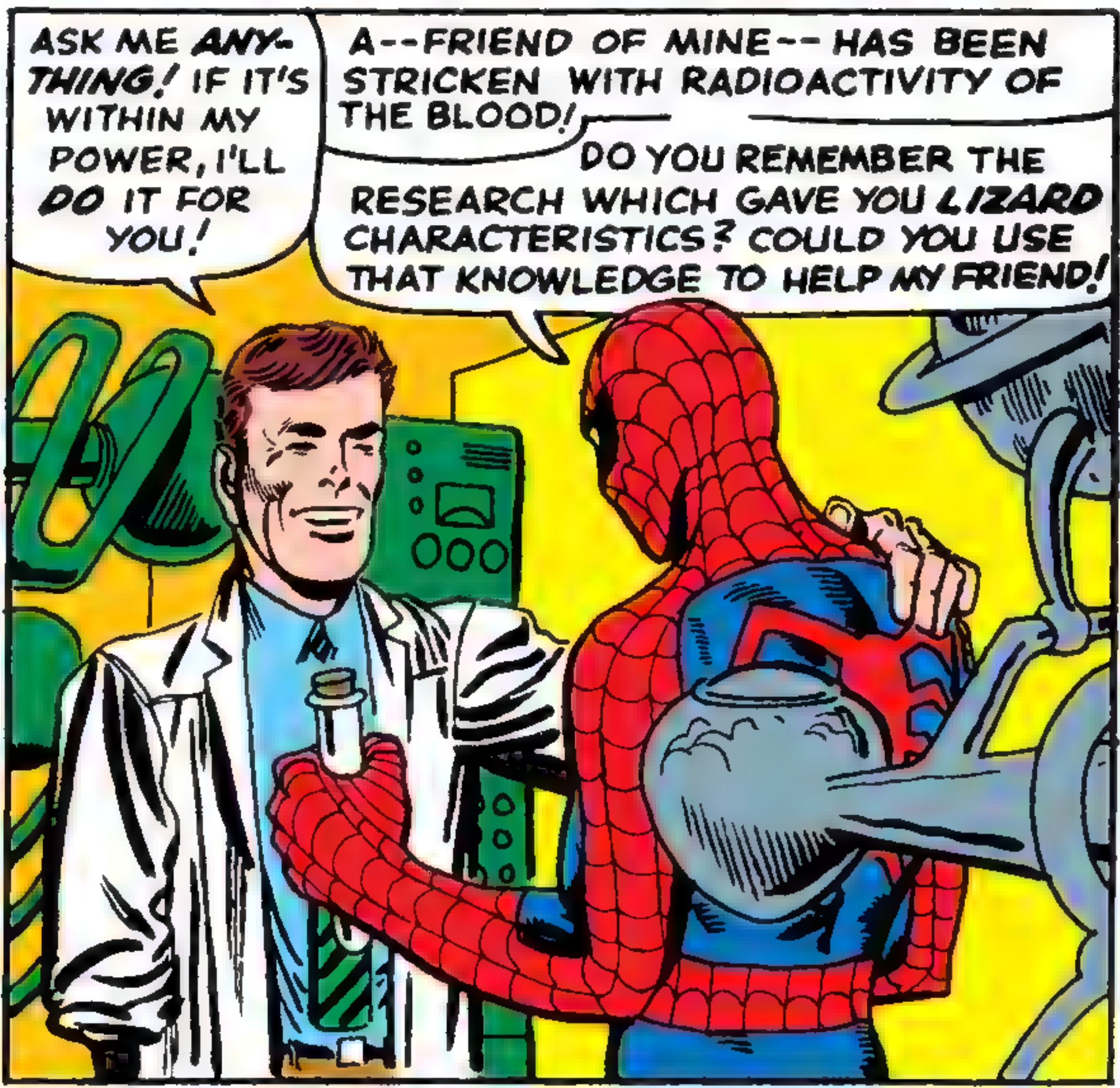


NOW TO RUSH IT TO DOCTOR CONNORS AS FAST AS POSSIBLE!



DR. CONNORS! I NEED YOUR HELP! DO YOU REMEMBER ME?

SPIDER-MAN! HOW COULD I EVER FORGET YOU? WITHOUT YOUR AID, I'D STILL BE A CREATURE OF THE SWAMPS --FEARED AND HUNTED BY MY FELLOW MEN!



ASK ME ANYTHING! IF IT'S WITHIN MY POWER, I'LL DO IT FOR YOU!

A--FRIEND OF MINE-- HAS BEEN STRICKEN WITH RADIOACTIVITY OF THE BLOOD!

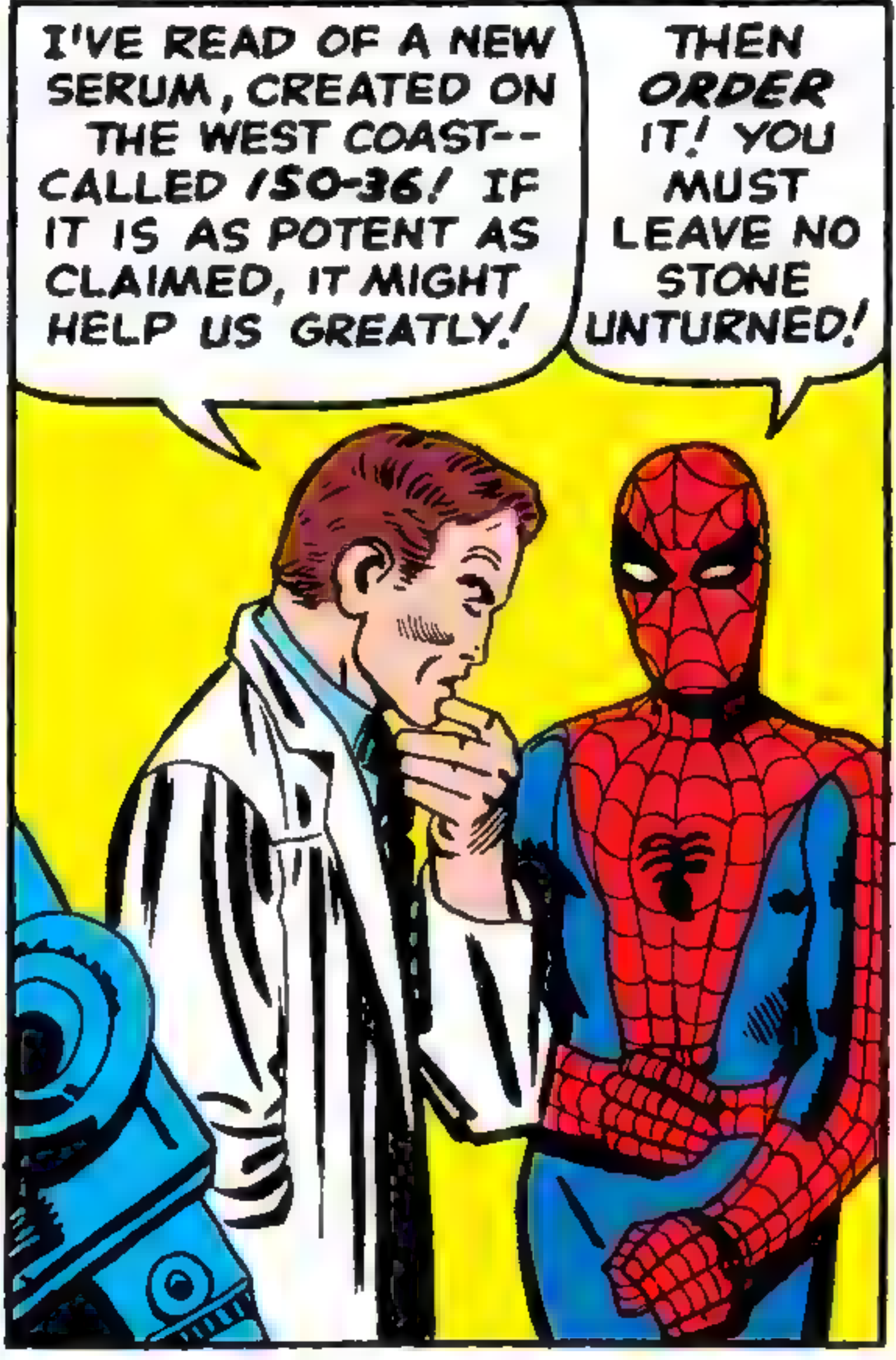
DO YOU REMEMBER THE RESEARCH WHICH GAVE YOU LIZARD CHARACTERISTICS? COULD YOU USE THAT KNOWLEDGE TO HELP MY FRIEND!



I CANNOT PROMISE YOU SUCCESS! THERE IS STILL SO MUCH SCIENCE DOESN'T KNOW!

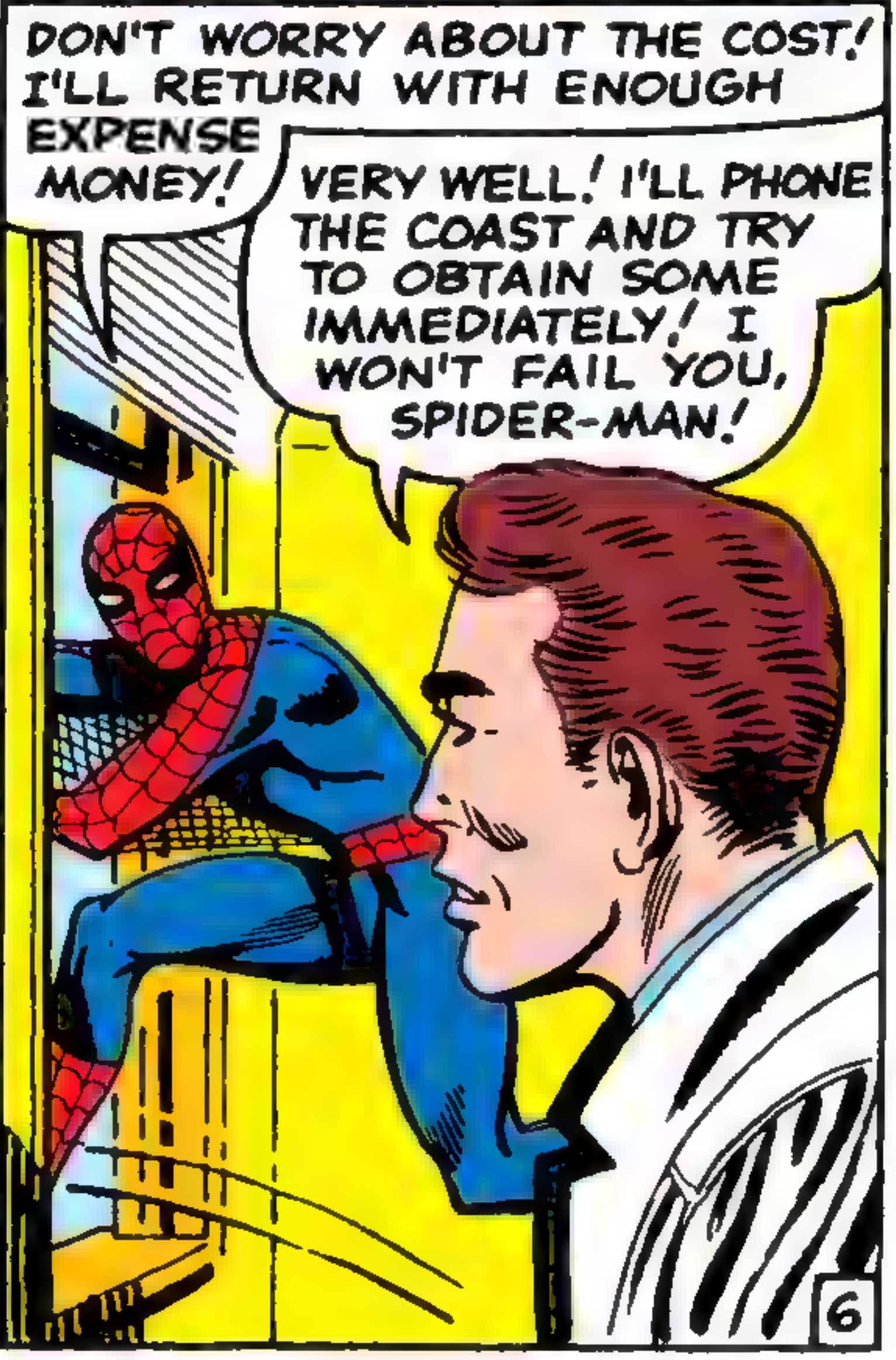
BUT-- YOU'LL TRY!??

OF COURSE I WILL!



I'VE READ OF A NEW SERUM, CREATED ON THE WEST COAST-- CALLED 150-36! IF IT IS AS POTENT AS CLAIMED, IT MIGHT HELP US GREATLY!

THEN ORDER IT! YOU MUST LEAVE NO STONE UNTURNED!



DON'T WORRY ABOUT THE COST! I'LL RETURN WITH ENOUGH EXPENSE MONEY!

VERY WELL! I'LL PHONE THE COAST AND TRY TO OBTAIN SOME IMMEDIATELY! I WON'T FAIL YOU, SPIDER-MAN!

MINUTES LATER...

THIS IS EVERYTHING I OWN THAT MIGHT BE OF VALUE! ALL THE SCIENTIFIC EQUIPMENT I'VE WORKED SO HARD TO BUY...

BUT, IF IT'LL HELP SAVE AUNT MAY-- IT'S WORTH IT!

YOU MEAN YOU WANT TO PAWN ALL THESE THINGS? YOUR MICROSCOPE-- LAB ANALYSIS MATERIAL--?

EVERYTHING! I NEED ALL THE MONEY I CAN GET!

HE DOESN'T LOOK LIKE THE TYPE WHO'D GET INTO HEAVY DEBT... BUT YOU NEVER CAN TELL!

THIS, PLUS THE MONEY I TOOK FROM THE BANK, OUGHT TO BE ENOUGH FOR CONNORS!

AND SO...

I'VE GOT THE MONEY! WERE YOU ABLE TO ORDER THE ISO-36?

YES! IT'S BEING FLOWN OUT HERE ON A SPECIAL SHIPMENT! ALL THEY HAD IN STOCK!

NOW LET ME HELP YOU WITH THE LABORATORY PART OF YOUR WORK! I KNOW THERE'S A LOT OF PREPARATION NEEDED, FOR WHEN THE SERUM ARRIVES!

YOU HANDLE THAT APPARATUS LIKE A PRO! I SUSPECT YOU'RE NOT A FULL-TIME SPIDER-MAN!

WELL, I'VE HAD SOME LITTLE TRAINING IN SCIENCE! BUT IT'S GOING TO TAKE YOUR SKILL TO SAVE MY--

WITH LUCK, WHEN THE SERUM ARRIVES, WE MIGHT BE ABLE TO NEUTRALIZE OR ELIMINATE THE BLOOD DETERIORATION!

EH?--MY FRIEND!

WHAT IF IT DOESN'T WORK? DO YOU KNOW OF ANY OTHER ALTERNATIVES? OR, IS THIS OUR ONLY HOPE?

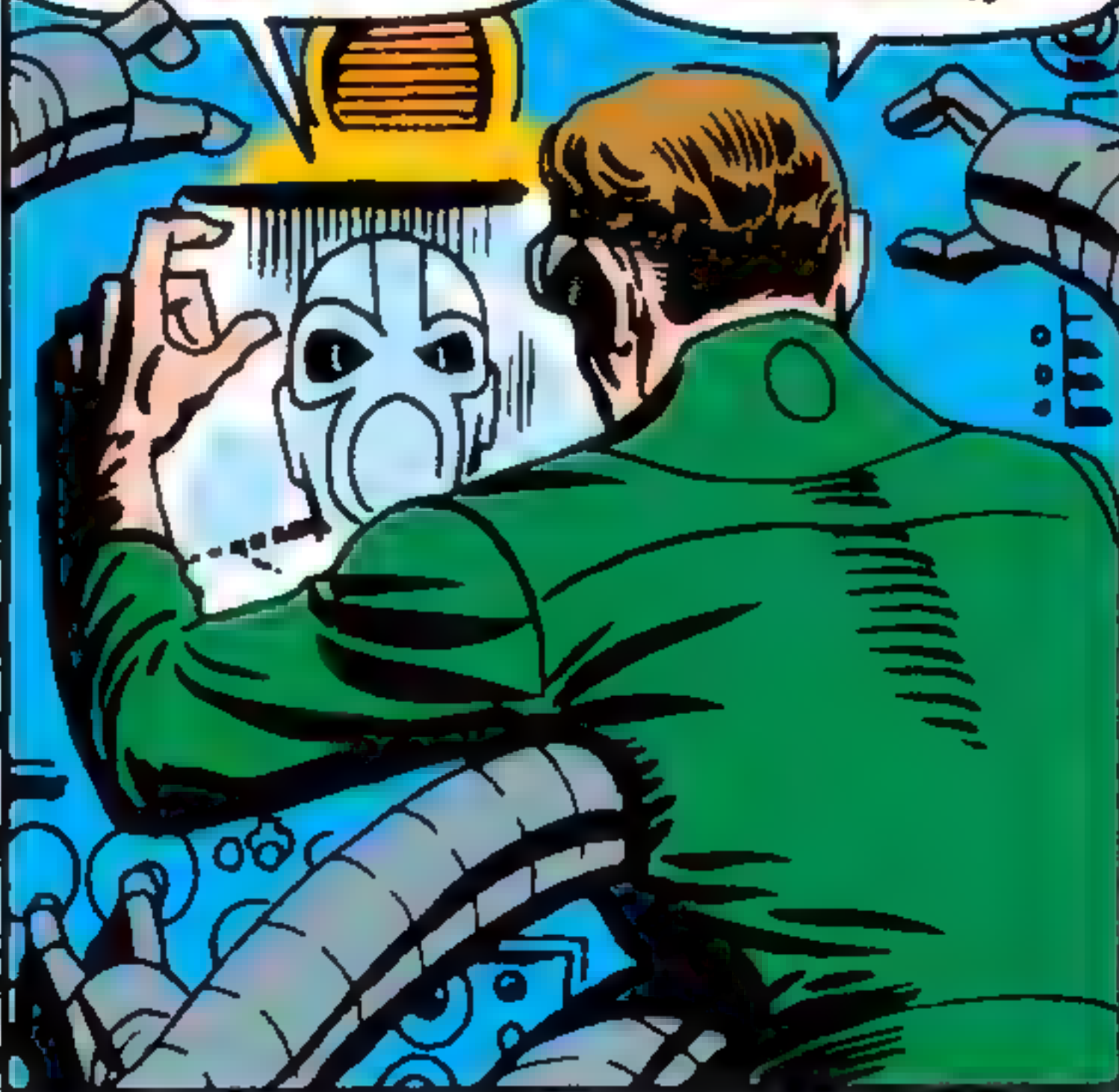
LET'S NOT THINK OF THAT NOW! WE'VE GOT TO SEE THAT IT DOES WORK!

I HOPE THE SERUM REACHES US SOON!

MEANWHILE, AT THE HIDDEN HEAD-QUARTERS OF DR. OCTOPUS, ALIAS THE MASTER PLANNER...

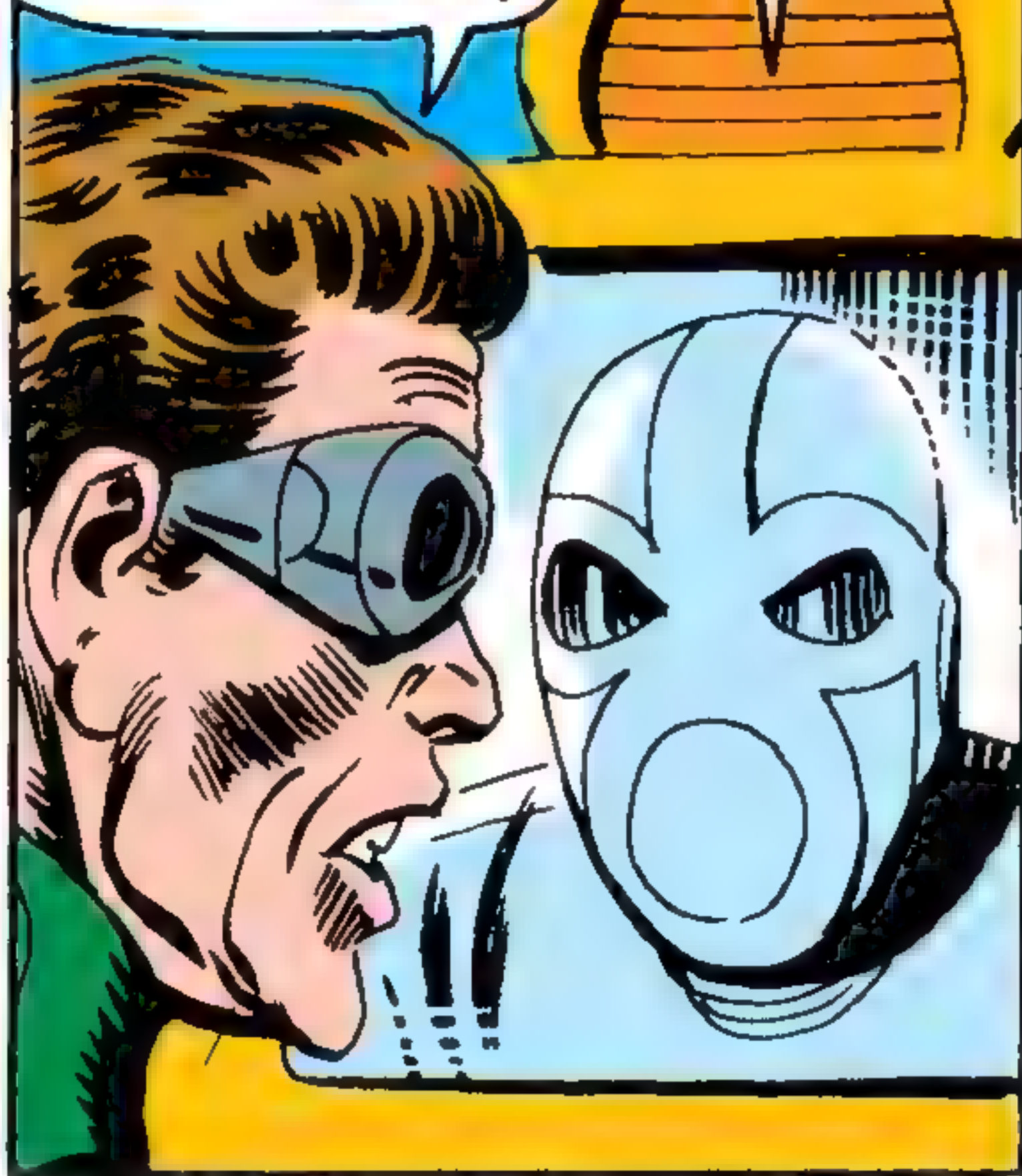
GOOD NEWS! WE JUST LEARNED OF A SHIPMENT OF ISO-36 ARRIVING FROM THE WEST COAST!

IT'S JUST THE THING I NEED TO CARRY OUT MY RESEARCH! WHAT A STROKE OF LUCK!



USE EVERY AVAILABLE MAN! DON'T LET ANY-THING STOP YOU! I MUST HAVE THAT SERUM!

EVERYTHING IS ARRANGED! WE WILL NOT FAIL!



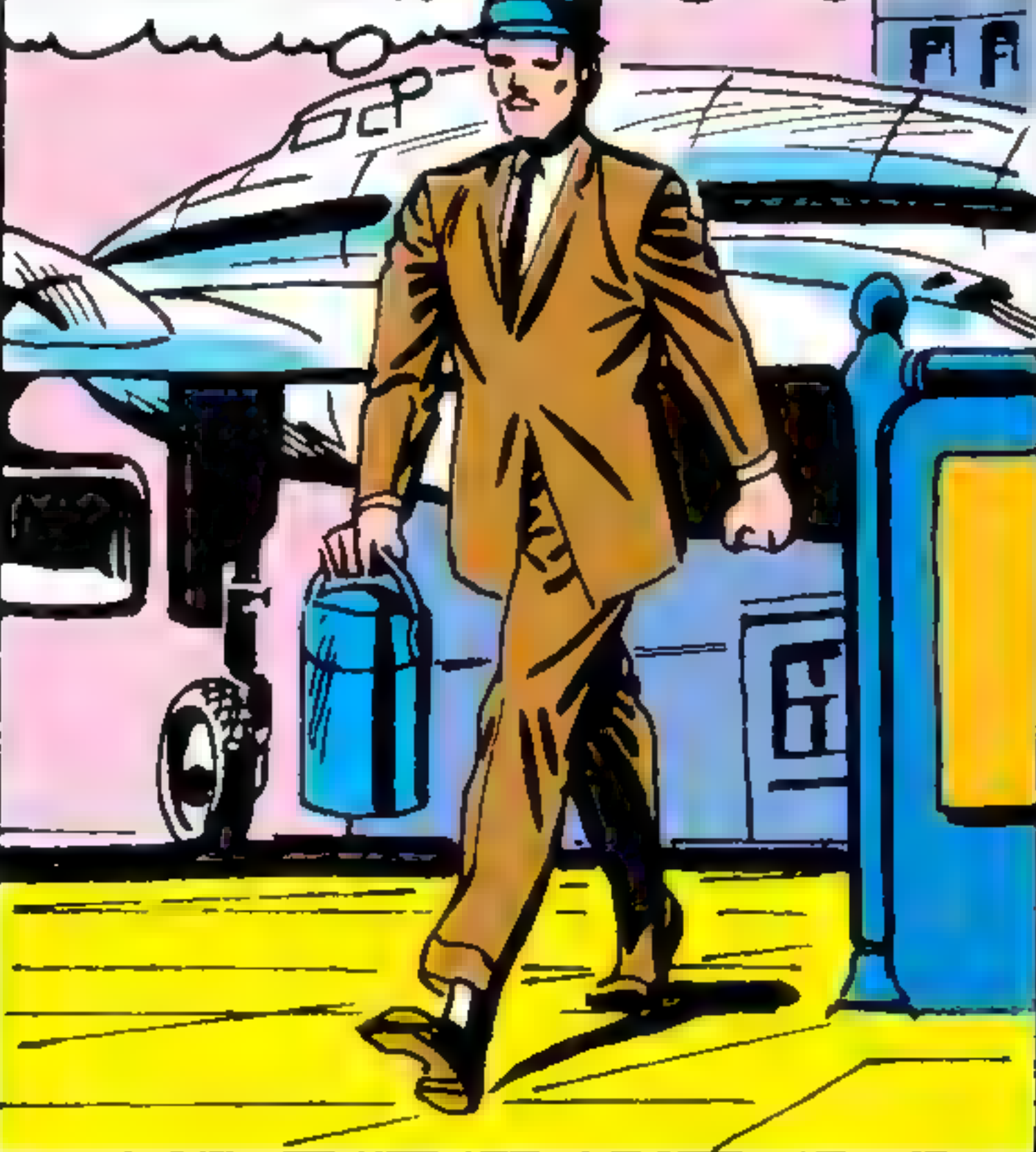
I HEARD OF ISO-36 SOME MONTHS AGO, WHEN IT WAS MERELY IN THE DEVELOPMENT STAGE! IT COULD BE THE ONE VITAL KEY TO MY EXPERIMENTS!

AND FATE IS PLACING IT WITHIN MY GRASP!



LATER THAT DAY, AFTER THE LANDING OF A CROSS-COUNTRY JET...

DR. CONNORS MUST WANT THIS SERUM PRETTY BAD TO PAY SUCH A HIGH PREMIUM PRICE FOR ITS DELIVERY!



THOX!

WE'LL TAKE THAT!

GOOD WORK! I GOT IT!



NOW, LET'S GET OUT OF HERE-- WHILE WE CAN!



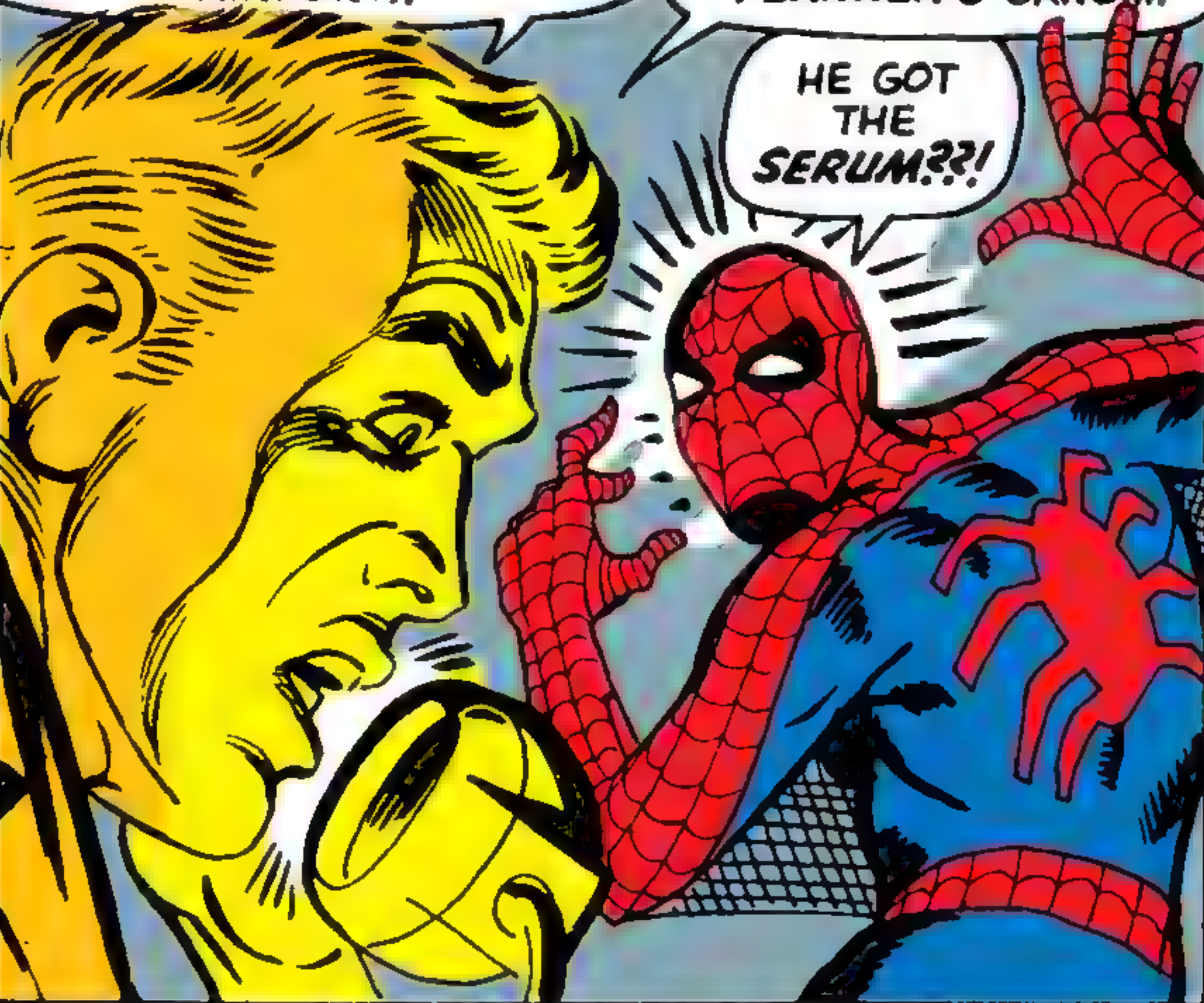
NO! NO! COME BACK! YOU MUSTN'T--!

SECONDS LATER, AT THE LABORATORY OF DOCTOR CONNORS...

WHAT'S THAT?! THE SERUM-- STOLEN AT THE AIRPORT!!

YOU SAY THE DESCRIPTION FITS THE MASTER PLANNER'S GANG...

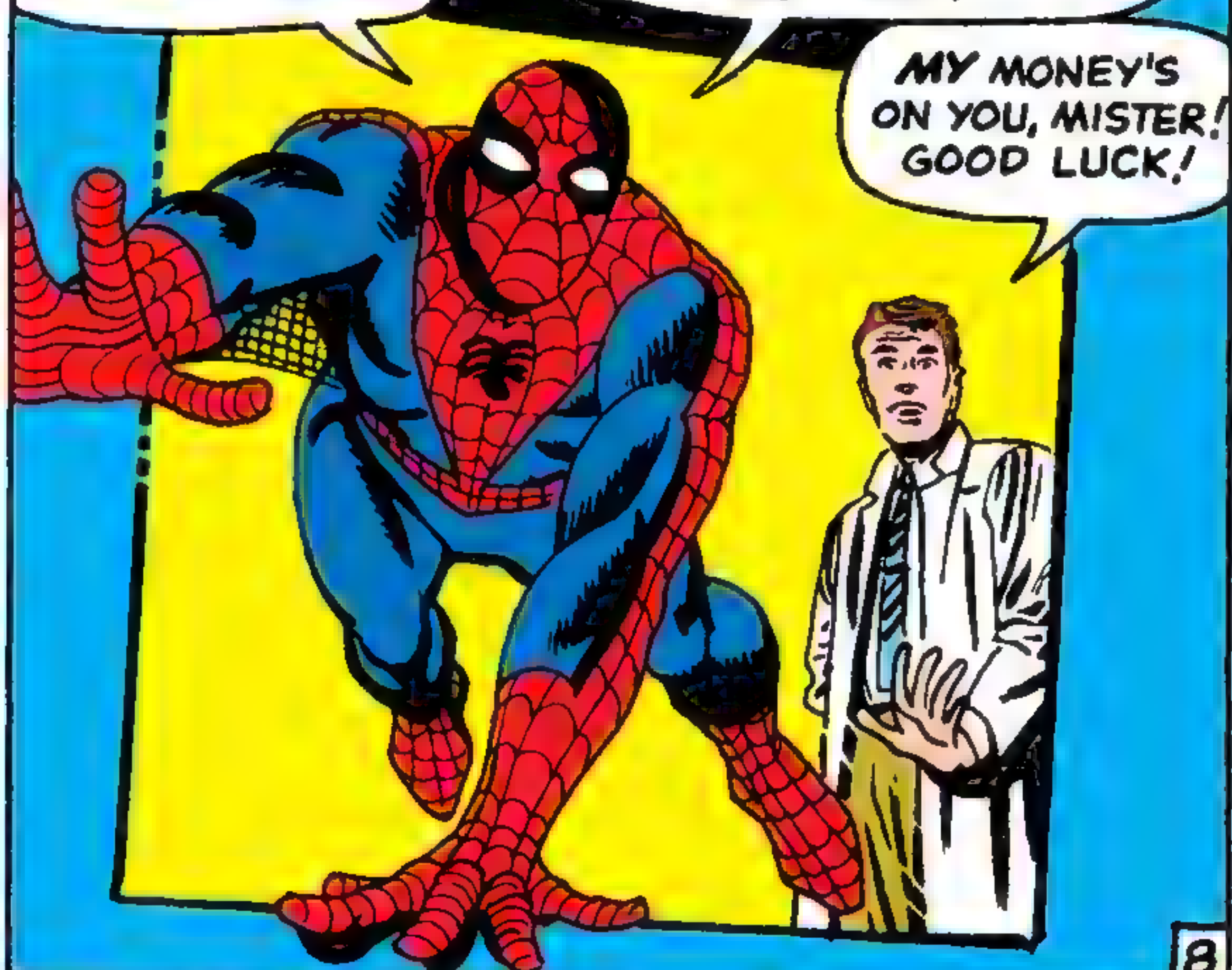
HE GOT THE SERUM??!



DON'T STOP YOUR PRELIMINARY EXPERIMENTING! I'LL BE BACK-- WITH THE SERUM!

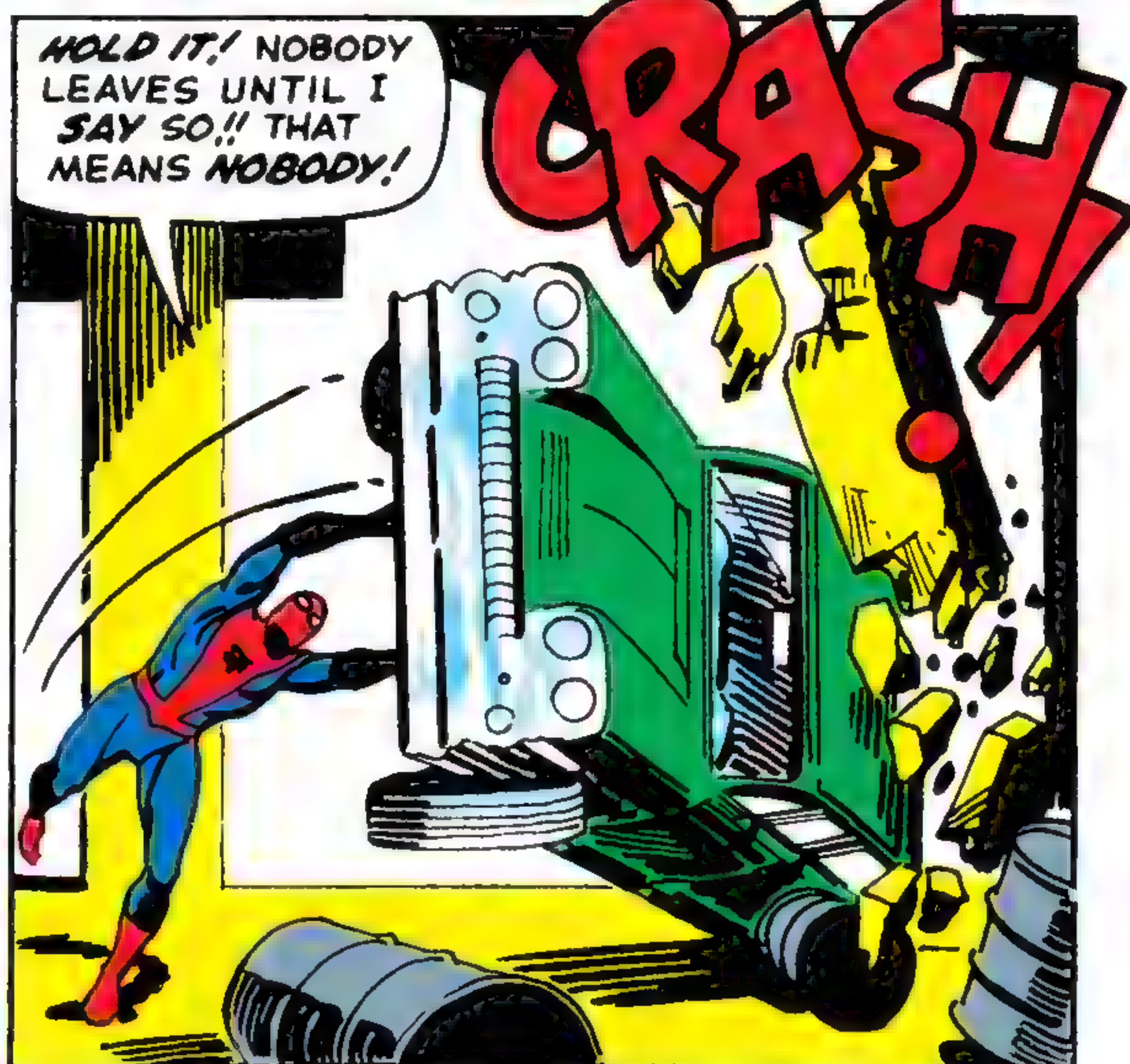
THIS TIME THE MASTER PLANNER HAS GONE TOO FAR! WHEREVER HE IS-- WHOEVER HE IS-- I'LL GET HIM!

MY MONEY'S ON YOU, MISTER! GOOD LUCK!



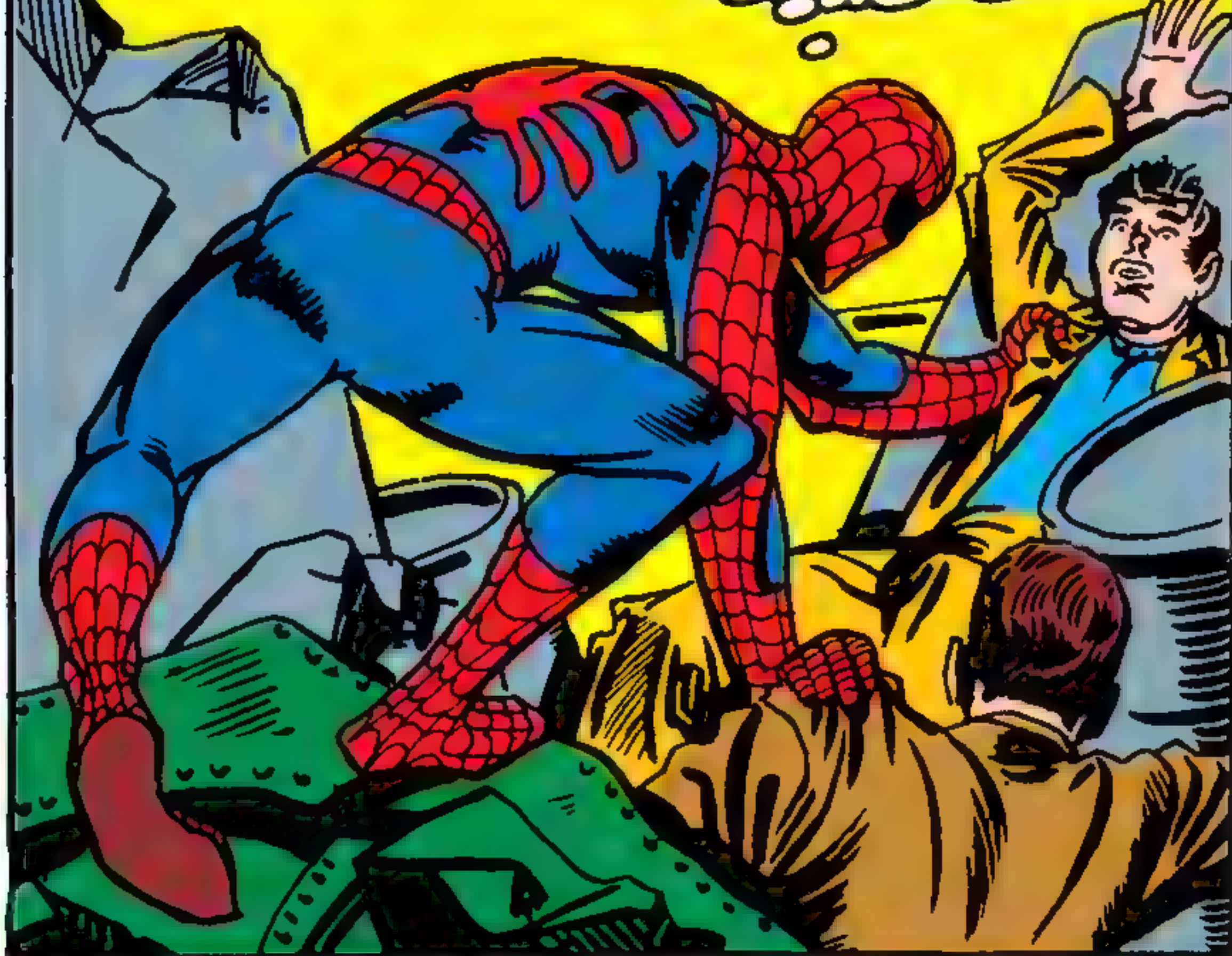






BUT, AFTER LONG MINUTES OF RELENTLESS QUESTIONING...

IT'S NO USE! THESE DIME-A-DOZEN CROOKS DON'T KNOW ANY MORE ABOUT THE MASTER PLANNER THAN I DO!



WHILE, IN HIS LAB, DR. CONNORS DOES SOME SOUL SEARCHING OF HIS OWN...

EVEN IF SPIDER-MAN DOES BRING ME THE SERUM, WE STILL CAN'T BE SURE IT WILL BE SUCCESSFUL!

THERE'S NO WAY OF KNOWING WHETHER IT WILL ASSIMILATE WITH MY OWN POTION UNTIL WE TRY IT!



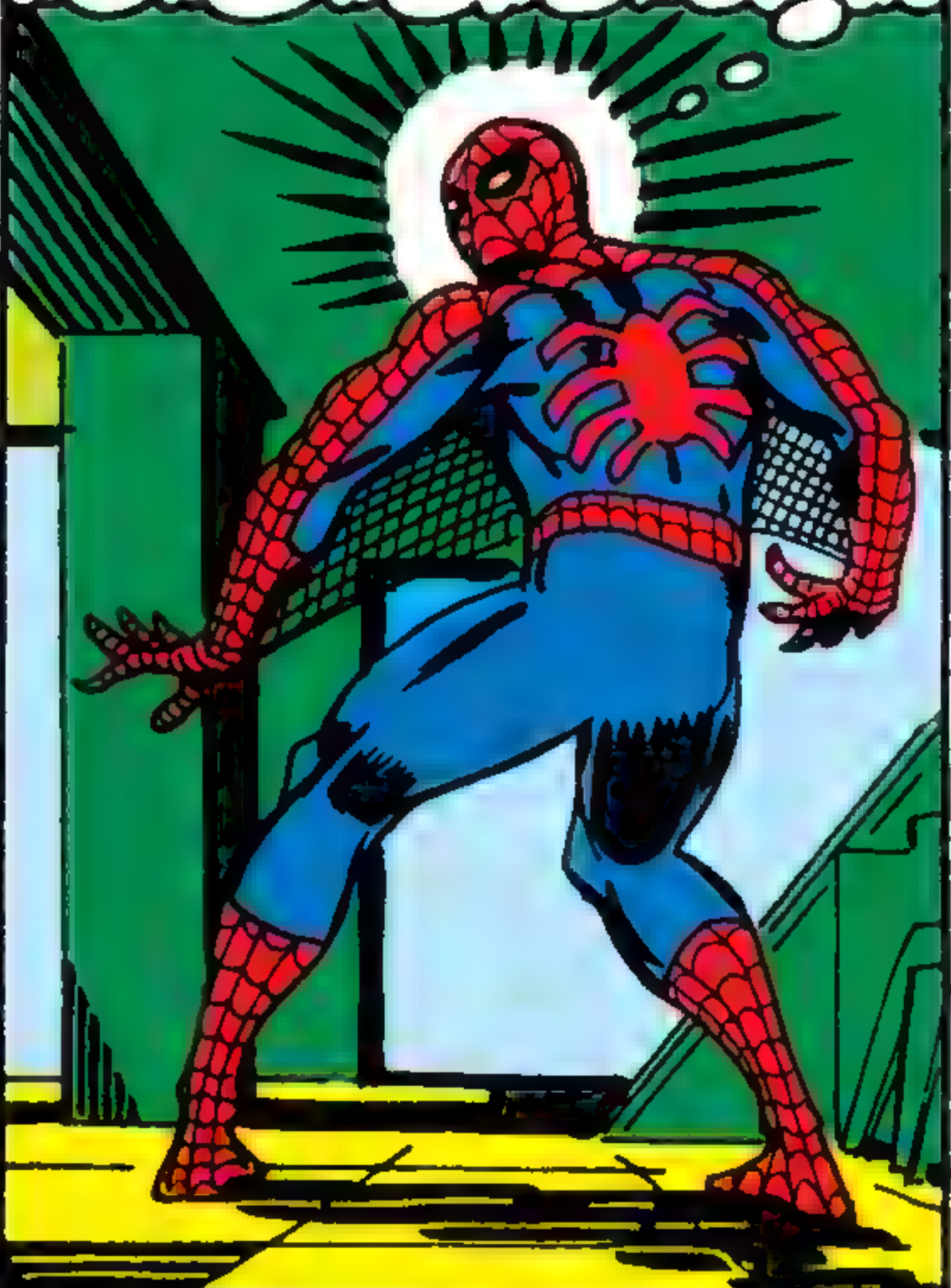
AND SO, THE SECONDS FATEFULLY TICK BY, UNTIL...

BLAST IT! ANOTHER BLIND ALLEY! THIS PLACE IS DESERTED!



I'M RAPIDLY RUNNING OUT OF PLACES TO SEARCH!

NO! WAIT! MY SPIDER SENSE IS REACTING TO SOMETHING--!



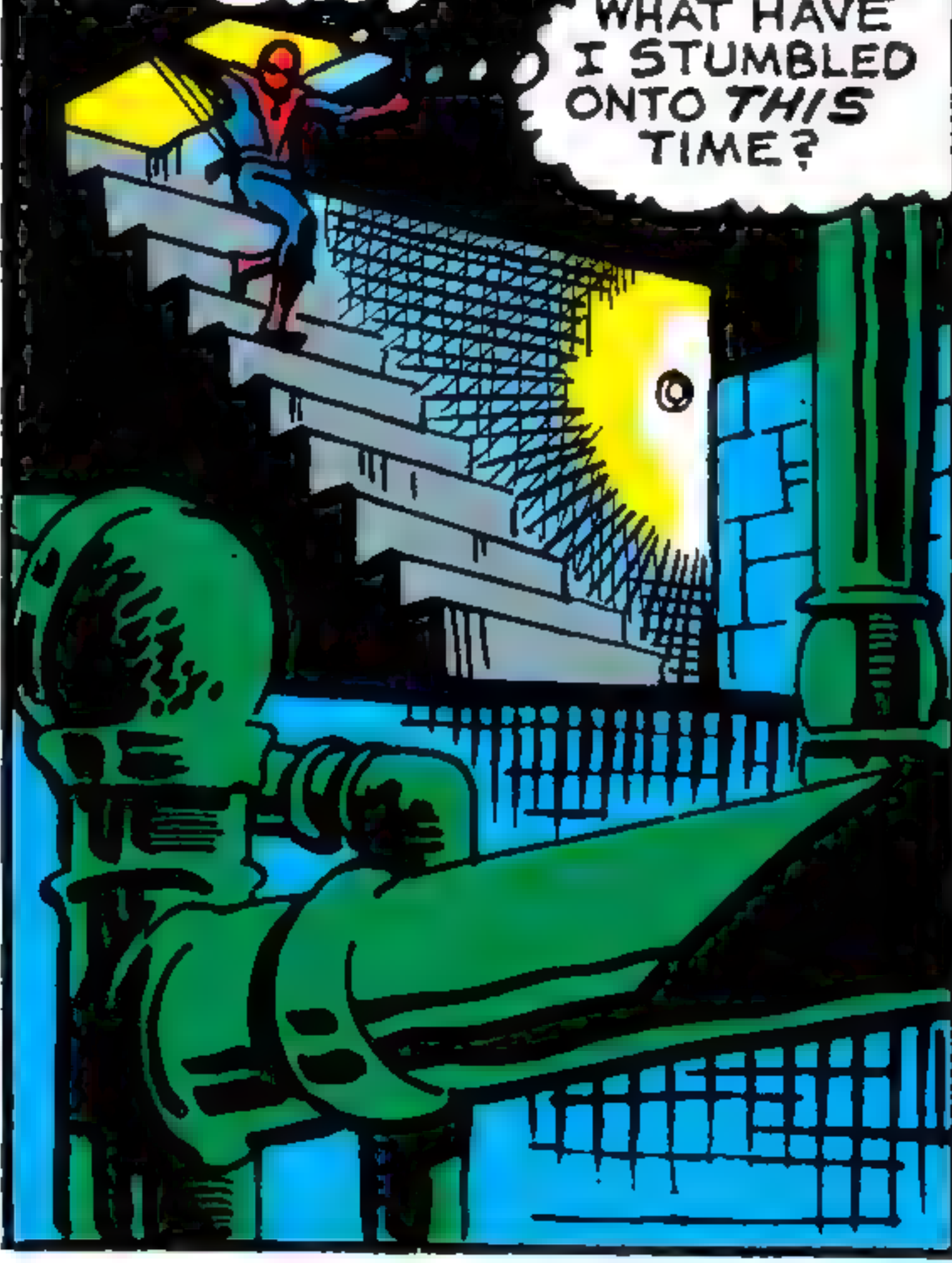
SOMETHING UNDER THE FLOOR HAS CAUSED THE REACTION! IT MIGHT BE A TRAP DOOR!



IT IS! I CAN SENSE THE RELEASE MECHANISM!

VOICES! THERE'S SOMEBODY BELOW ME!

WHAT HAVE I STUMBLED ONTO THIS TIME?



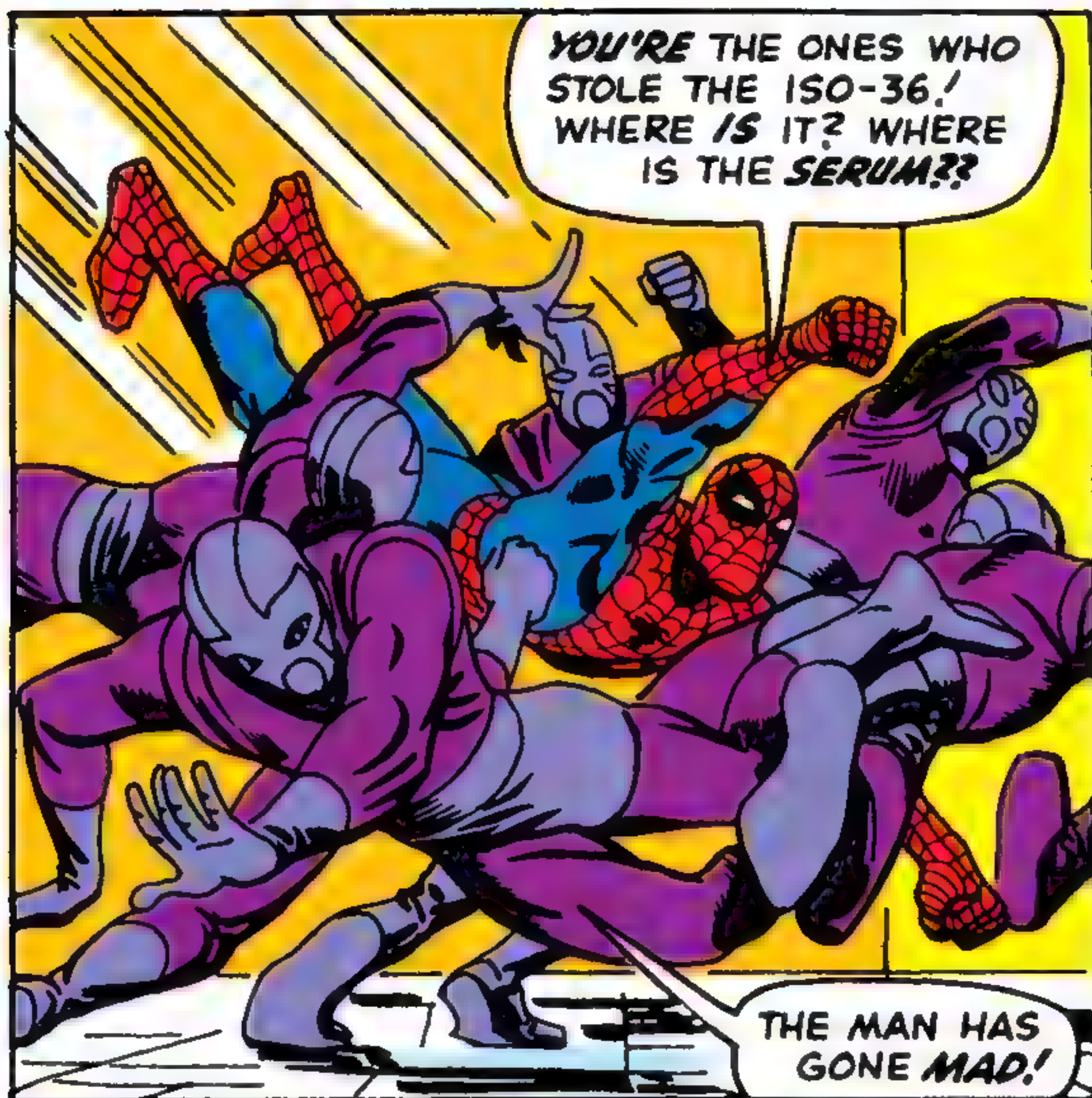
AND THEN, THE ELATED WEB-SPINNER SEES--

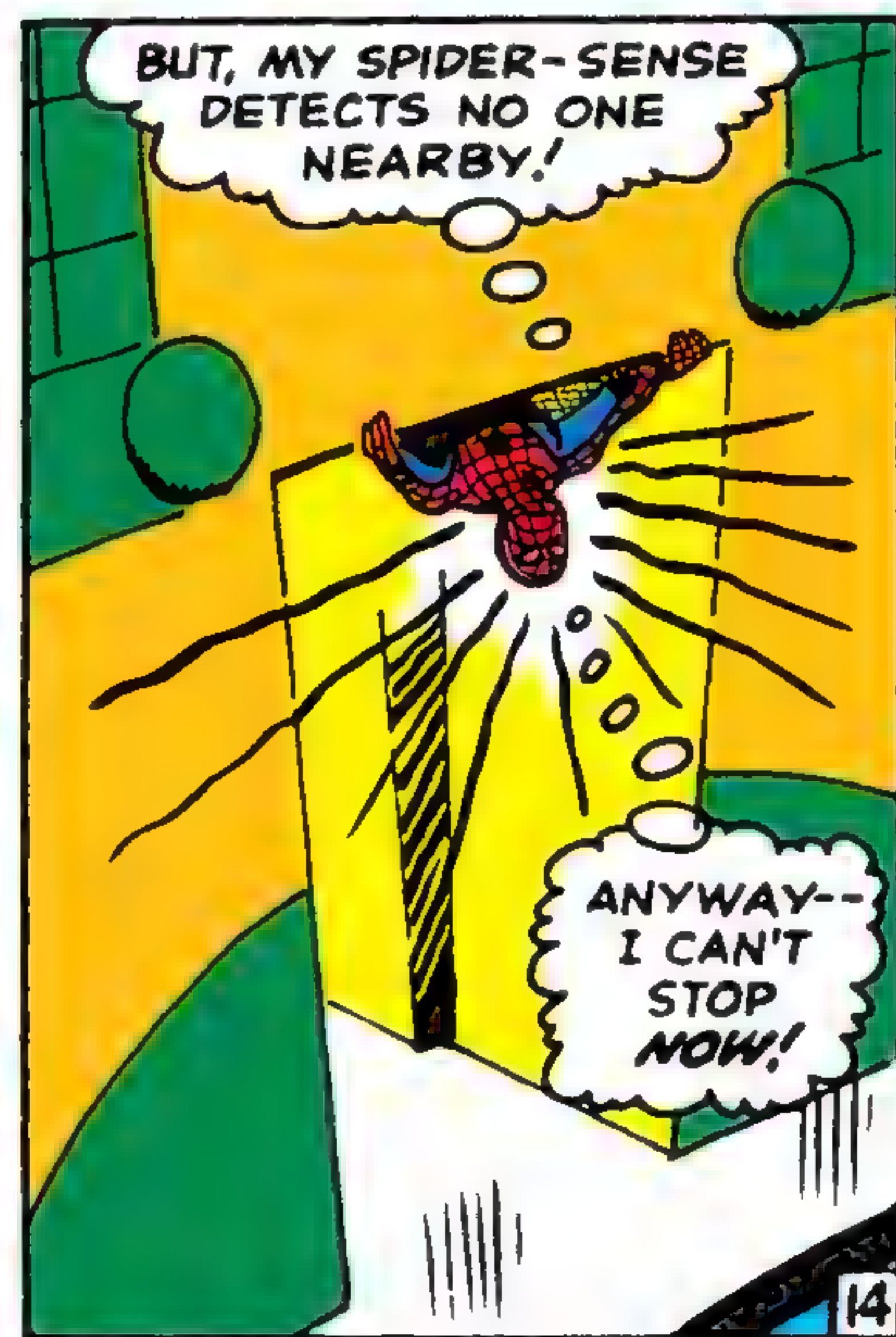
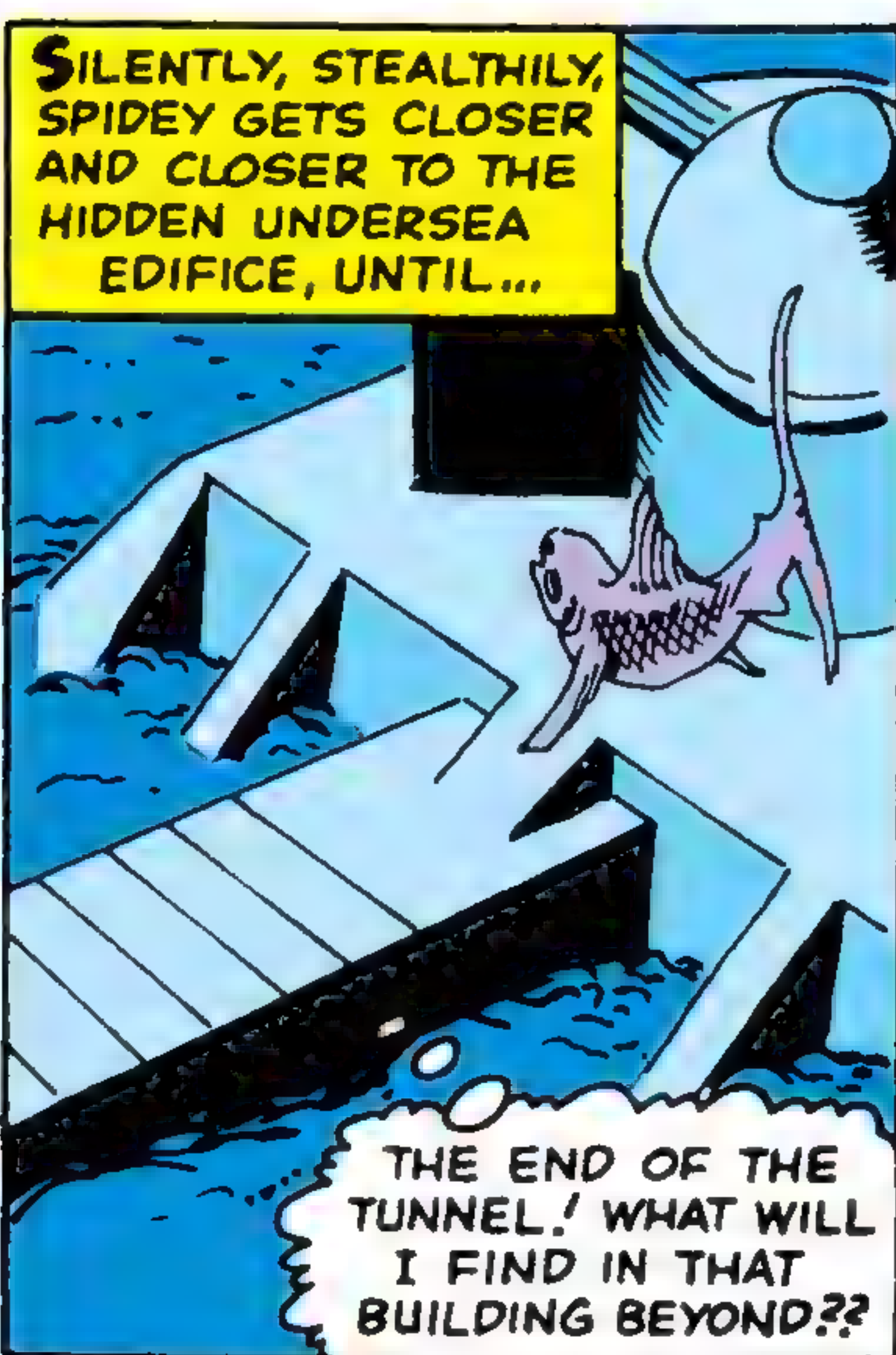
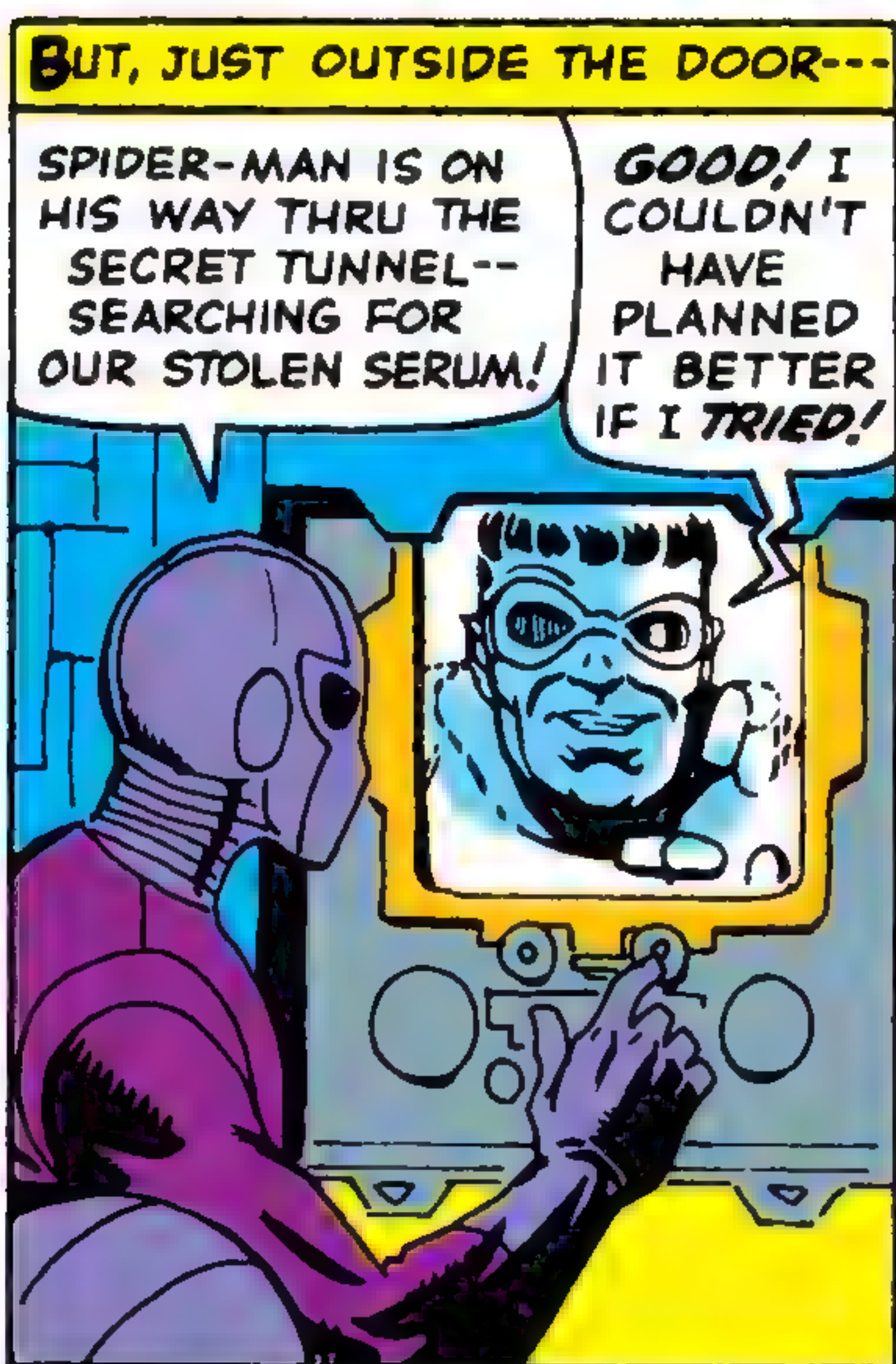
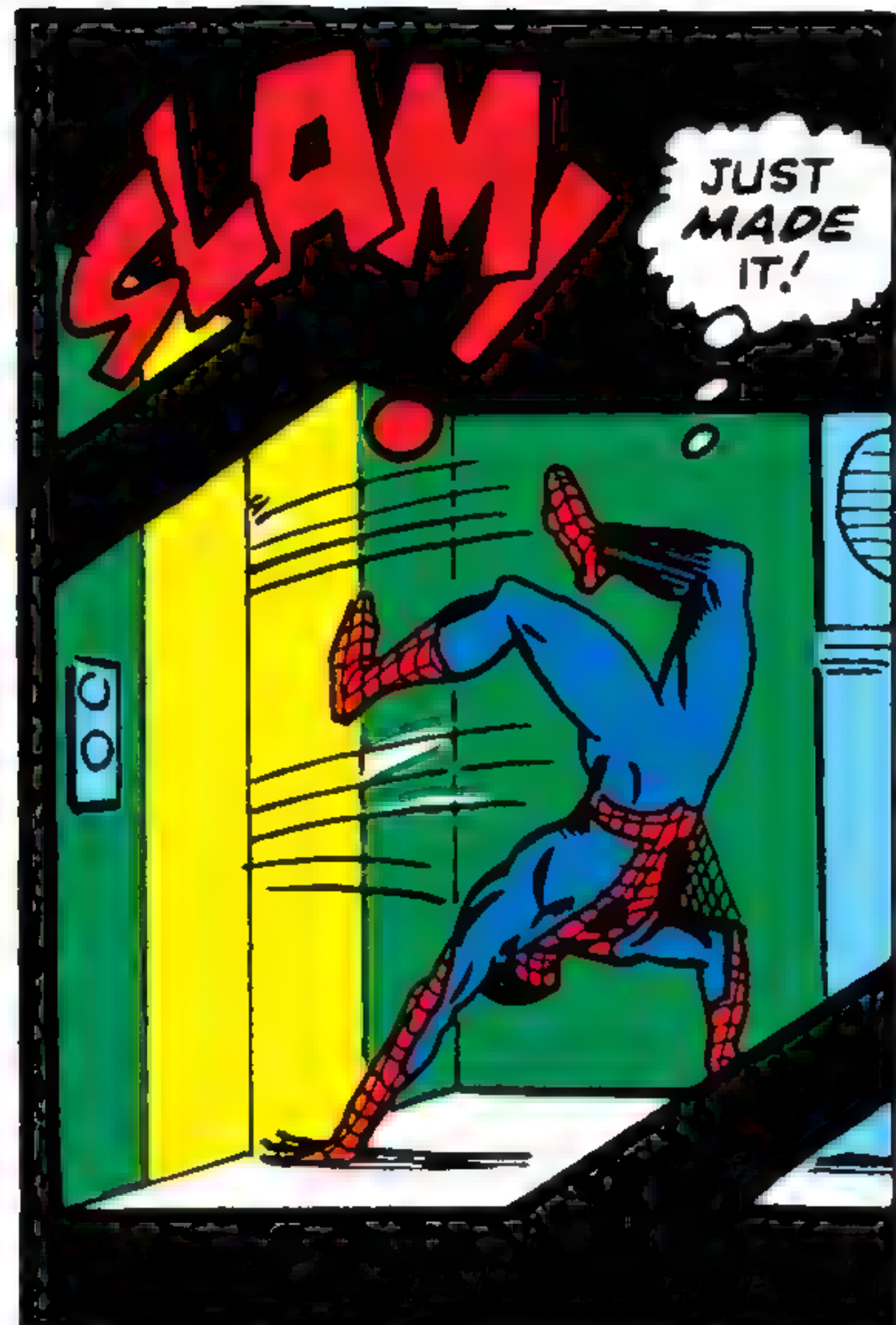
THE MASTER PLANNER'S MEN!! I'VE FOUND THEM!

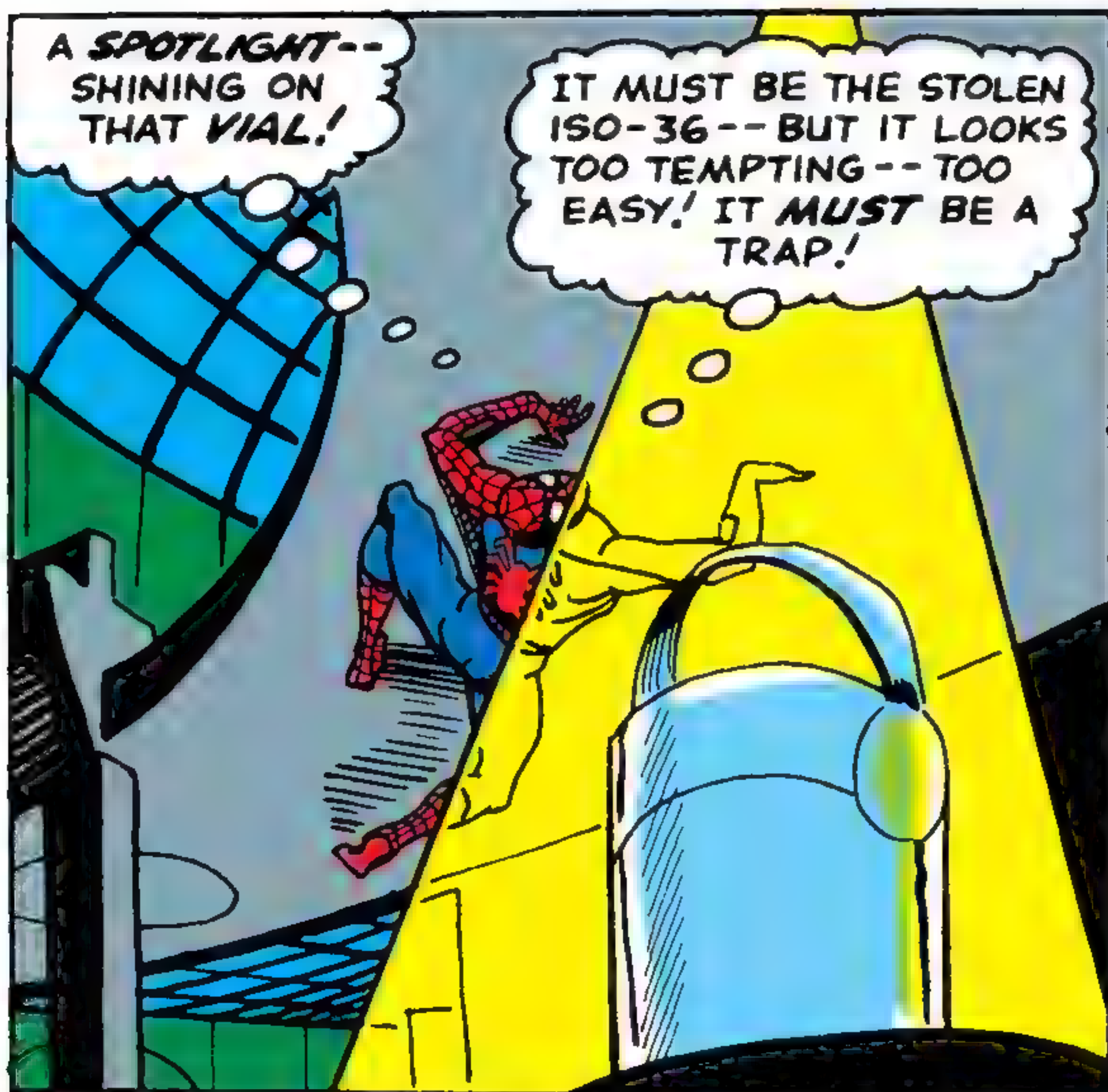


LOOK! UP ABOVE!!

IT'S SPIDER-MAN!!

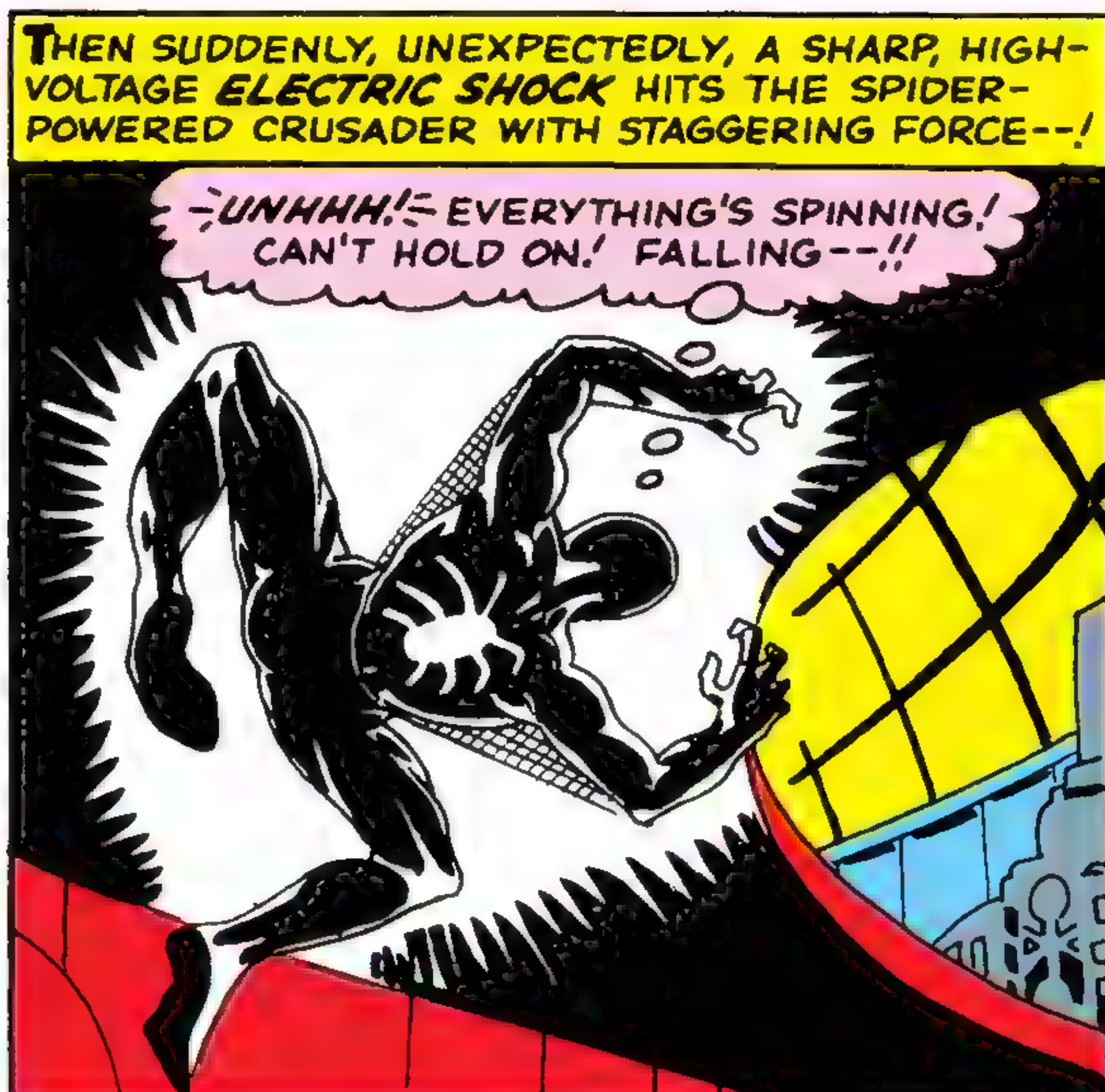






A SPOTLIGHT--
SHINING ON
THAT VIAL!

IT MUST BE THE STOLEN
ISO-36-- BUT IT LOOKS
TOO TEMPTING-- TOO
EASY! IT MUST BE A
TRAP!



THEN SUDDENLY, UNEXPECTEDLY, A SHARP, HIGH-
VOLTAGE **ELECTRIC SHOCK** HITS THE SPIDER-
POWERED CRUSADER WITH STAGGERING FORCE--!

UNHHH!-- EVERYTHING'S SPINNING!
CAN'T HOLD ON! FALLING--!!



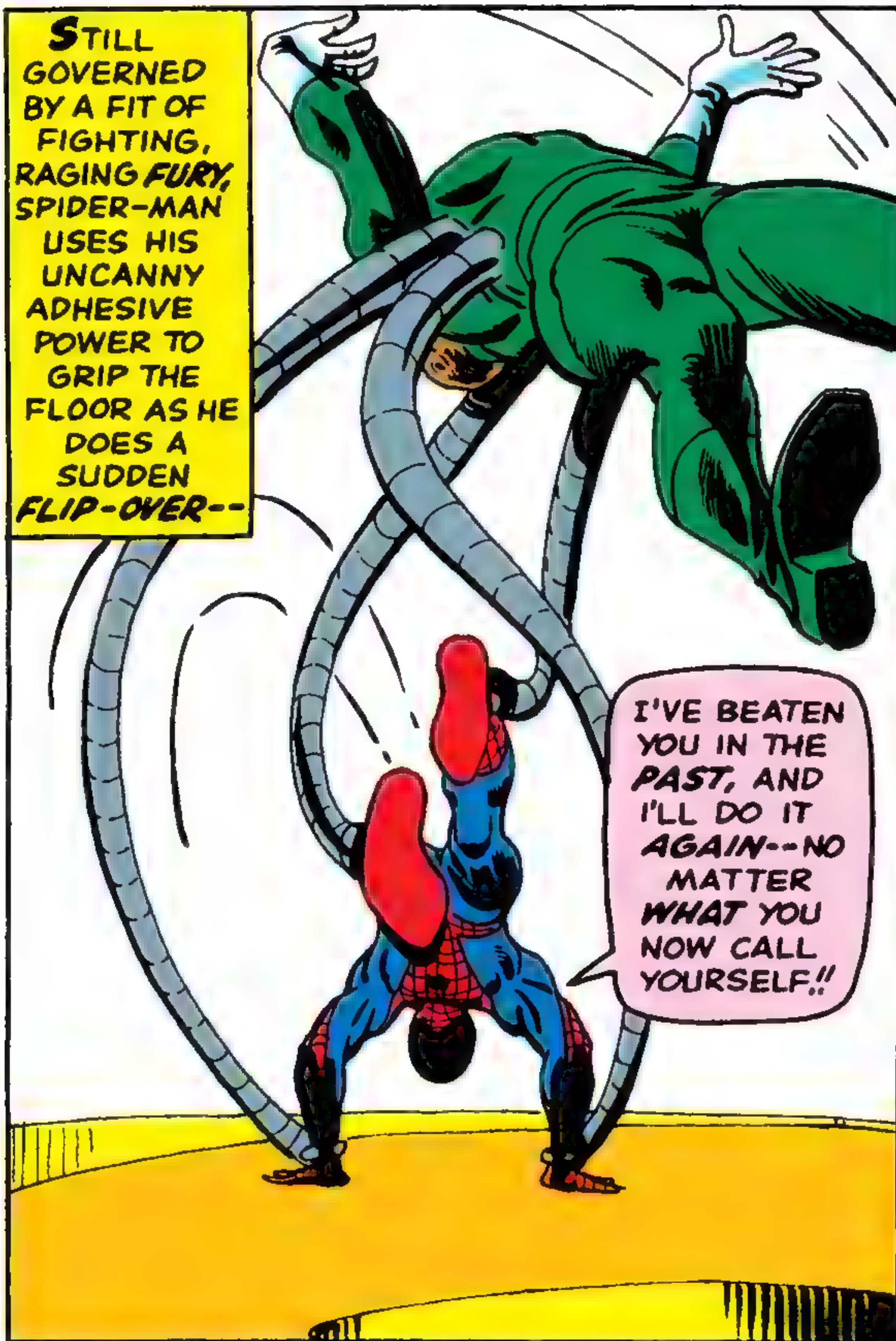
BUT, BEFORE THE DAZED, STRICKEN
YOUTH CAN REACH THE GROUND, A
HIDDEN DOOR SLIDES OPEN AS FOUR
SUPER-POWERFUL LIVING TENTACLES
LASH OUT--!

SO, SPIDER-MAN-- WE MEET
AGAIN! BUT, *THIS* TIME, ALAS, IT
SHALL BE OUR *FINAL* ENCOUNTER!
NEVER AGAIN WILL YOU INTERFERE
WITH THE PLANS OF THOSE WHO
ARE YOUR *SUPERIOR*!!

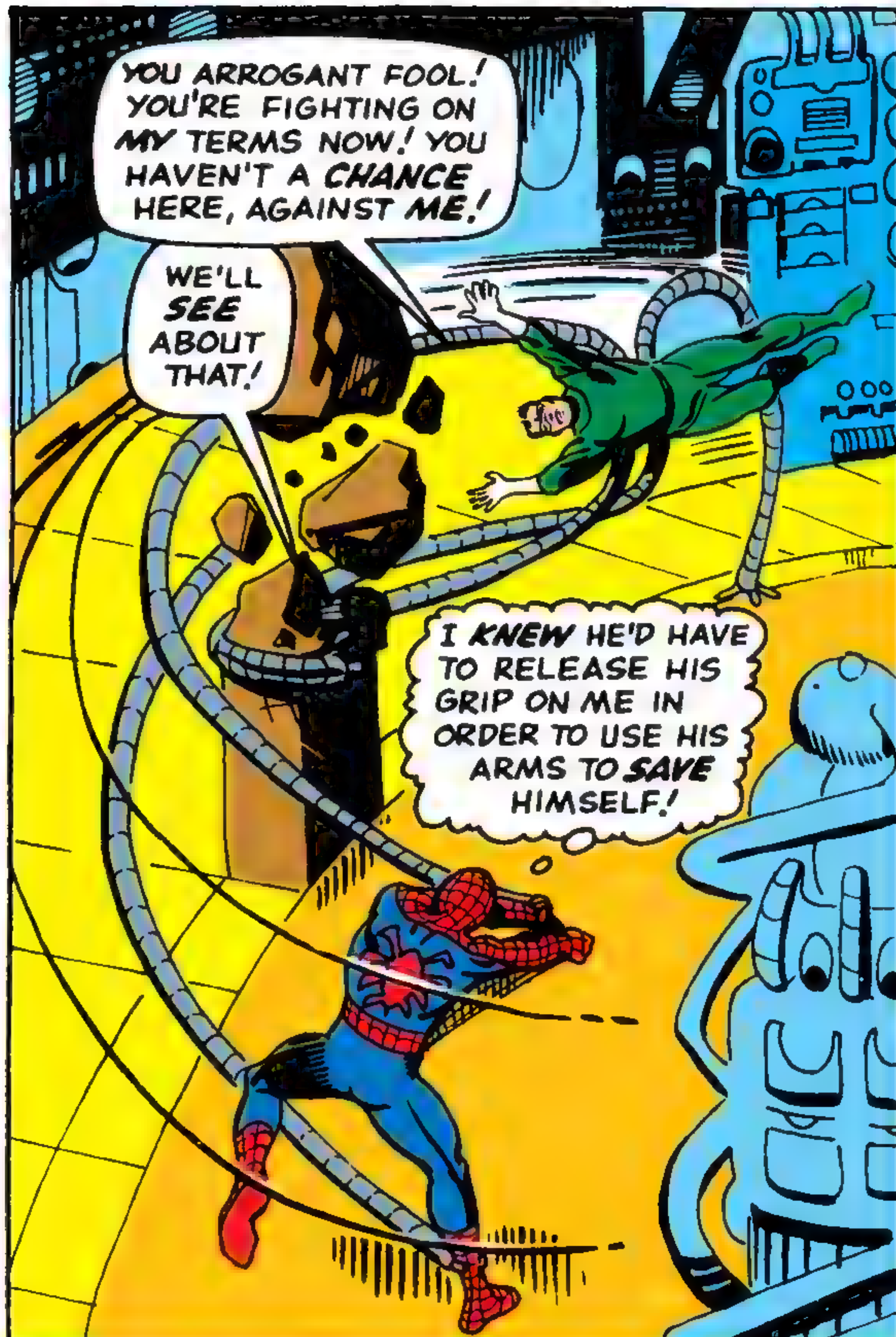
DOCTOR OCTOPUS!!
THEN-- IT'S YOU WHO
ARE THE **MASTER
PLANNER**!!

ONE OF MY
STRONGEST
FOES-- AND YET,
I **MUST** DEFEAT
HIM-- FOR THE
SAKE OF
AUNT MAY!

STILL GOVERNED BY A FIT OF FIGHTING, RAGING FURY, SPIDER-MAN USES HIS UNCANNY ADHESIVE POWER TO GRIP THE FLOOR AS HE DOES A SUDDEN FLIP-OVER--



I'VE BEATEN YOU IN THE PAST, AND I'LL DO IT AGAIN--NO MATTER WHAT YOU NOW CALL YOURSELF!!

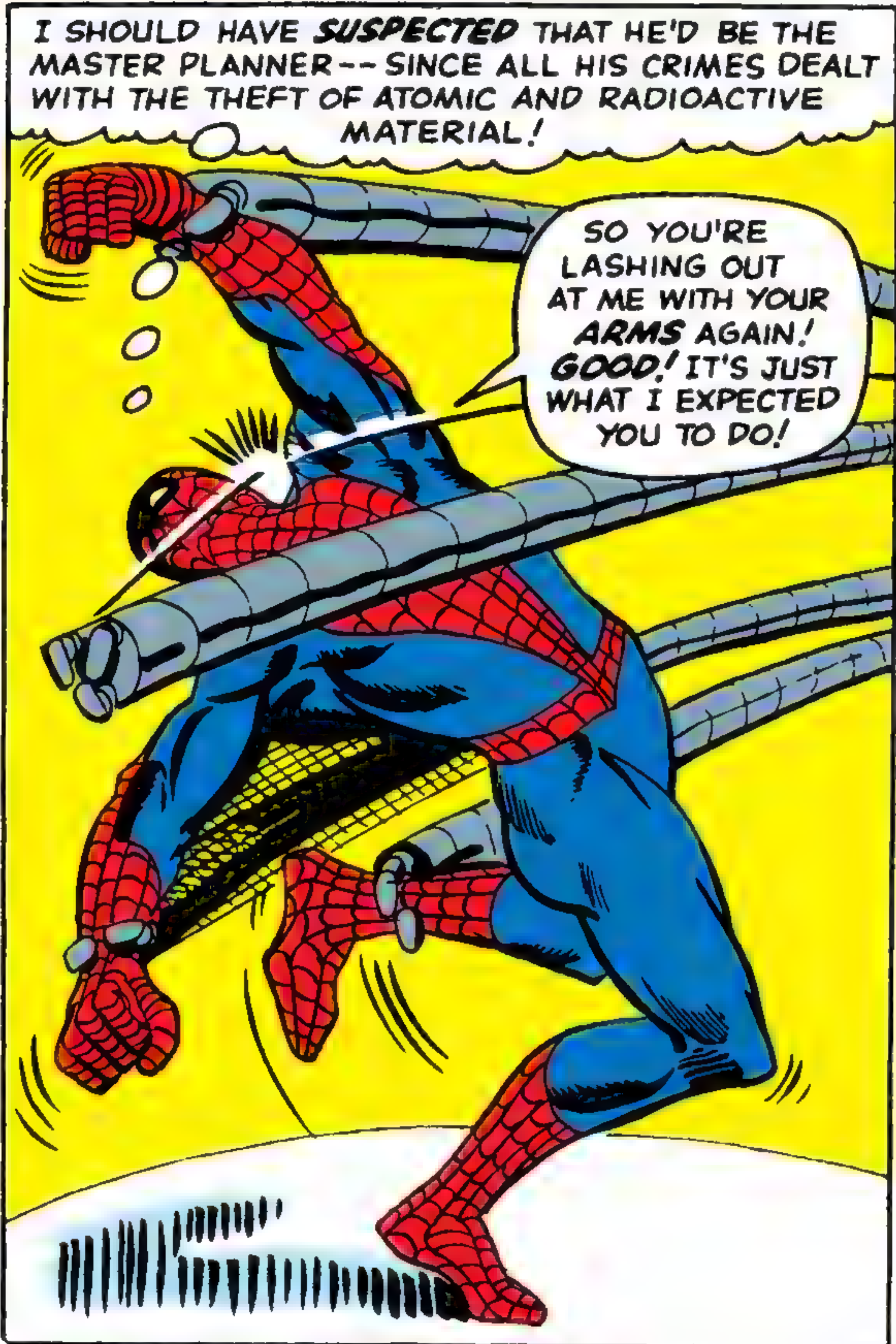


YOU ARROGANT FOOL! YOU'RE FIGHTING ON MY TERMS NOW! YOU HAVEN'T A CHANCE HERE, AGAINST ME!

WE'LL SEE ABOUT THAT!

I KNEW HE'D HAVE TO RELEASE HIS GRIP ON ME IN ORDER TO USE HIS ARMS TO SAVE HIMSELF!

I SHOULD HAVE **SUSPECTED** THAT HE'D BE THE MASTER PLANNER-- SINCE ALL HIS CRIMES DEALT WITH THE THEFT OF ATOMIC AND RADIOACTIVE MATERIAL!



SO YOU'RE LASHING OUT AT ME WITH YOUR ARMS AGAIN! **GOOD!** IT'S JUST WHAT I EXPECTED YOU TO DO!

YOU'RE **BLUFFING!** THERE'S NO WAY YOU CAN COPE WITH MY FLEXIBLE, CLUTCHING ARMS--



UNHHHH!

KEEP TALKING, BIG MAN-- AND I'LL JUST PRACTICE A LITTLE **KNOT-TYING** WHILE YOU DO!

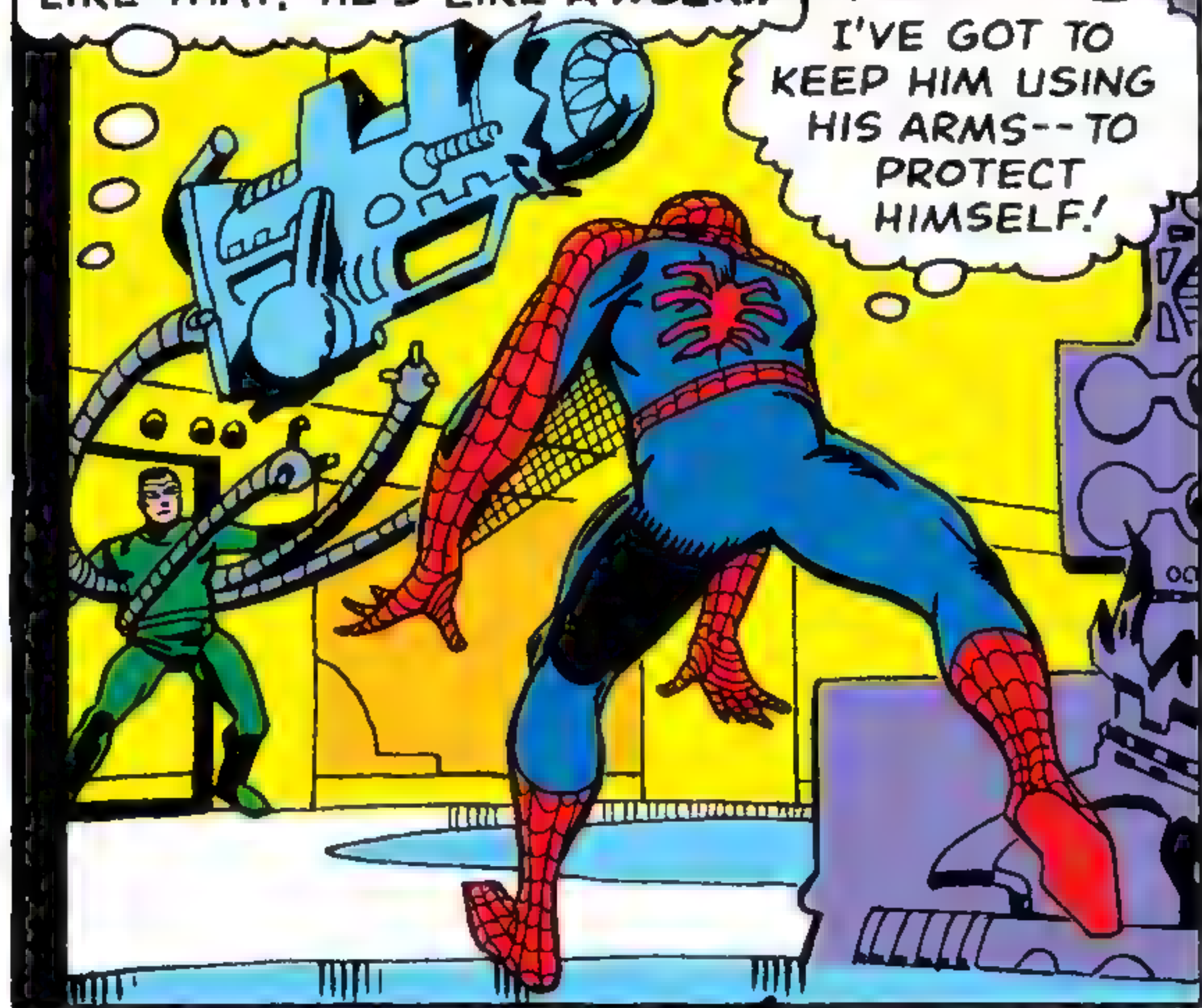
HE'S **TOO STRONG!** HE'LL FREE HIMSELF IN SECONDS! BUT, AT LEAST I GAINED SOME BREATHING TIME!

AND I'VE MADE HIM LOSE THE ADVANTAGE OF **SURPRISE!**

THEN, AFTER DOC OCK HAS FREED HIMSELF, AS SPIDEY PREDICTED...

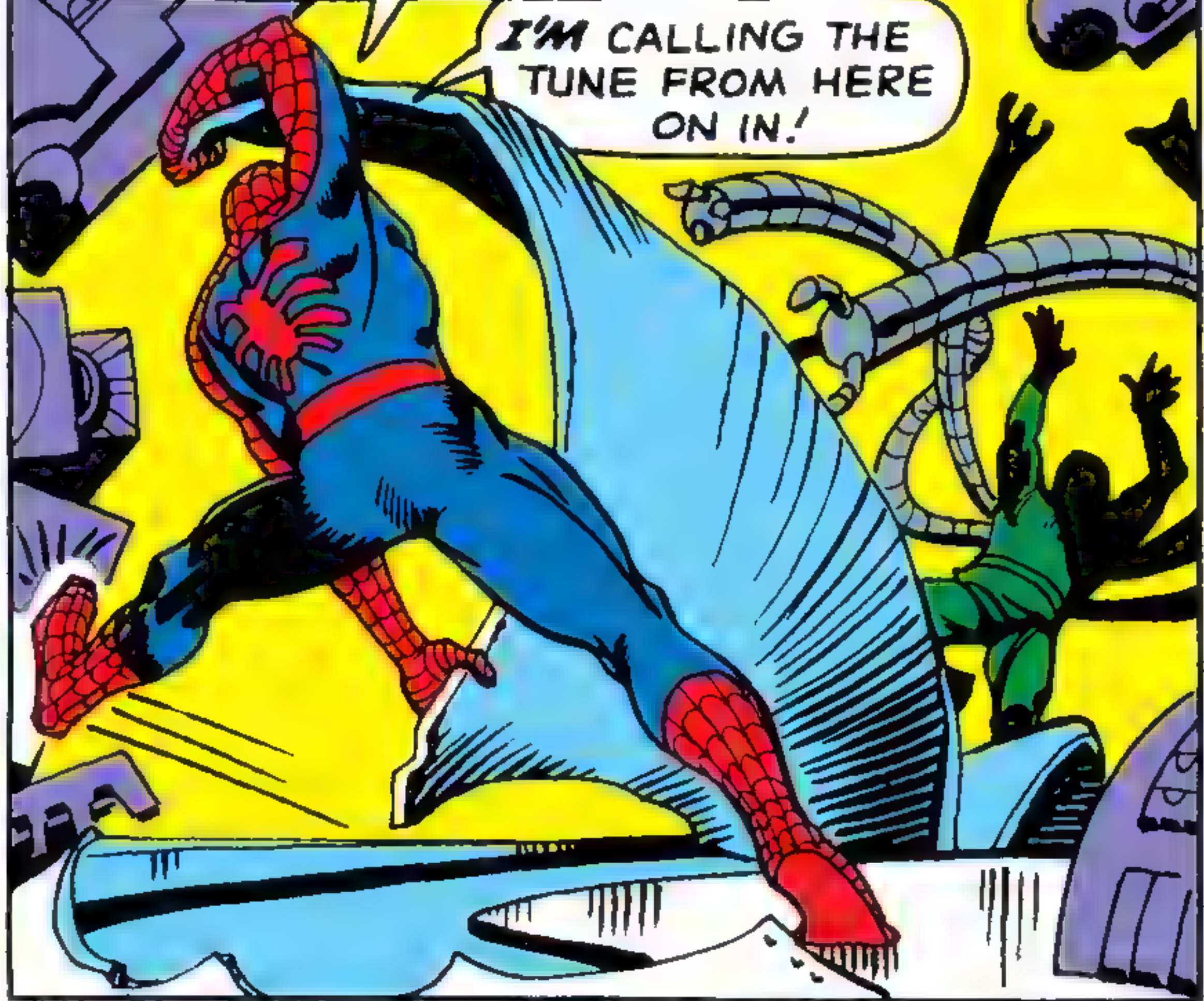
I NEVER **SAW** HIM FIGHT LIKE THAT! HE'S LIKE A **TIGER!!**

I'VE GOT TO KEEP HIM USING HIS ARMS-- TO PROTECT HIMSELF!



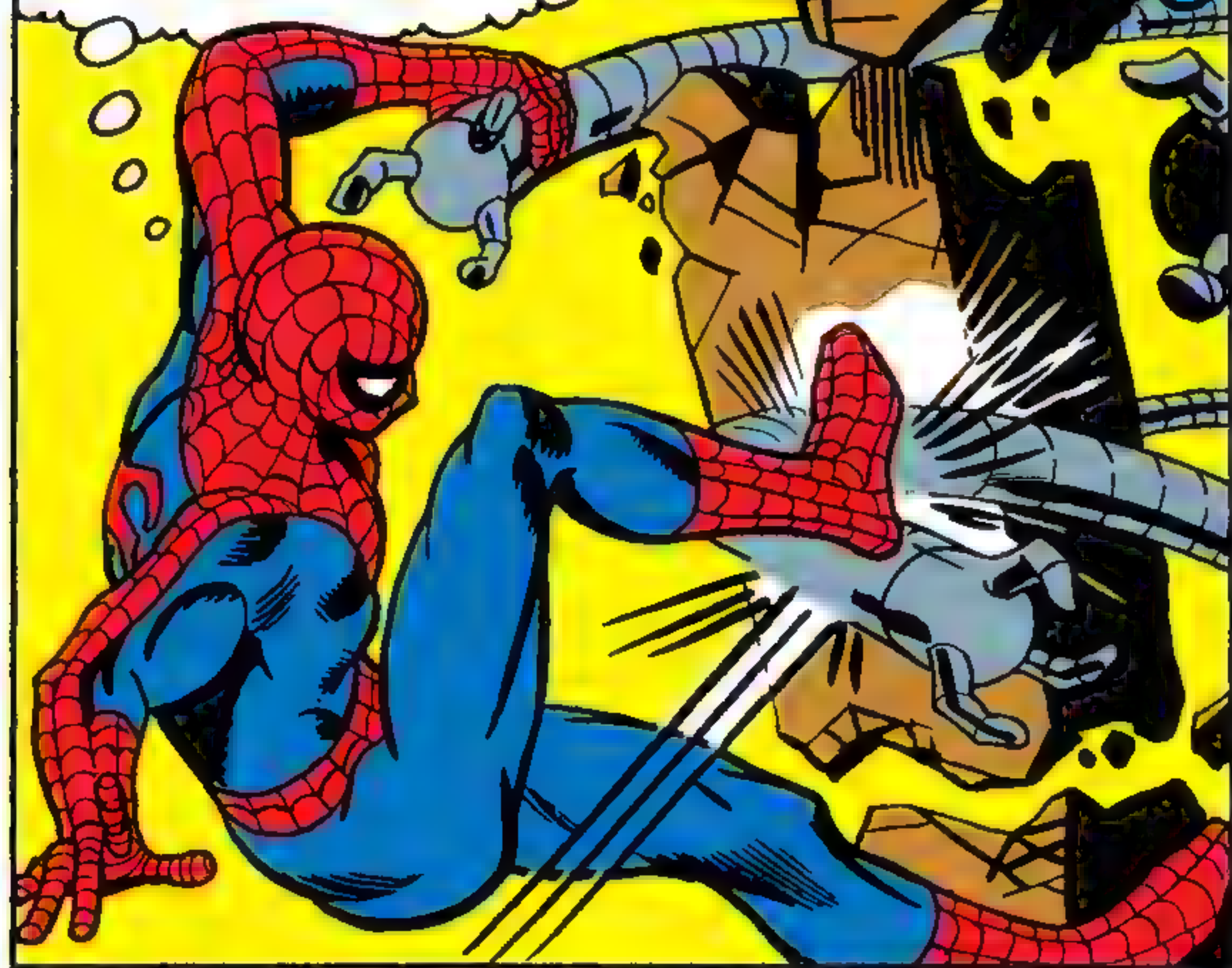
IF YOU EXPECT TO WRAP THOSE TIN TENTACLES OF YOURS AROUND ME AGAIN, **FORGET IT!**

I'M CALLING THE TUNE FROM HERE ON IN!

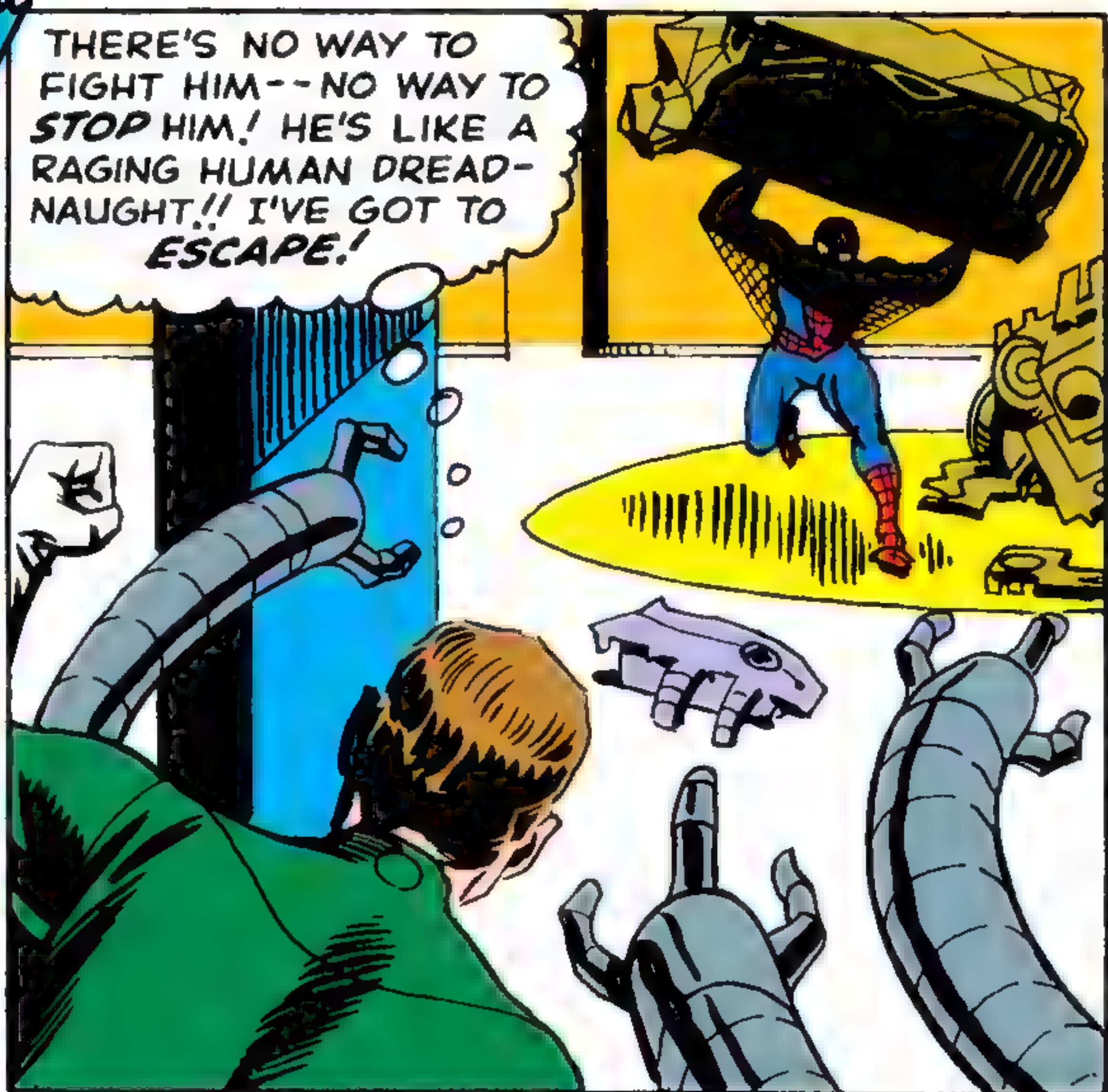


HE MUST BE BEATEN QUICKLY-- DECISIVELY-- SO I CAN GET THE SERUM TO CONNORS IN TIME!

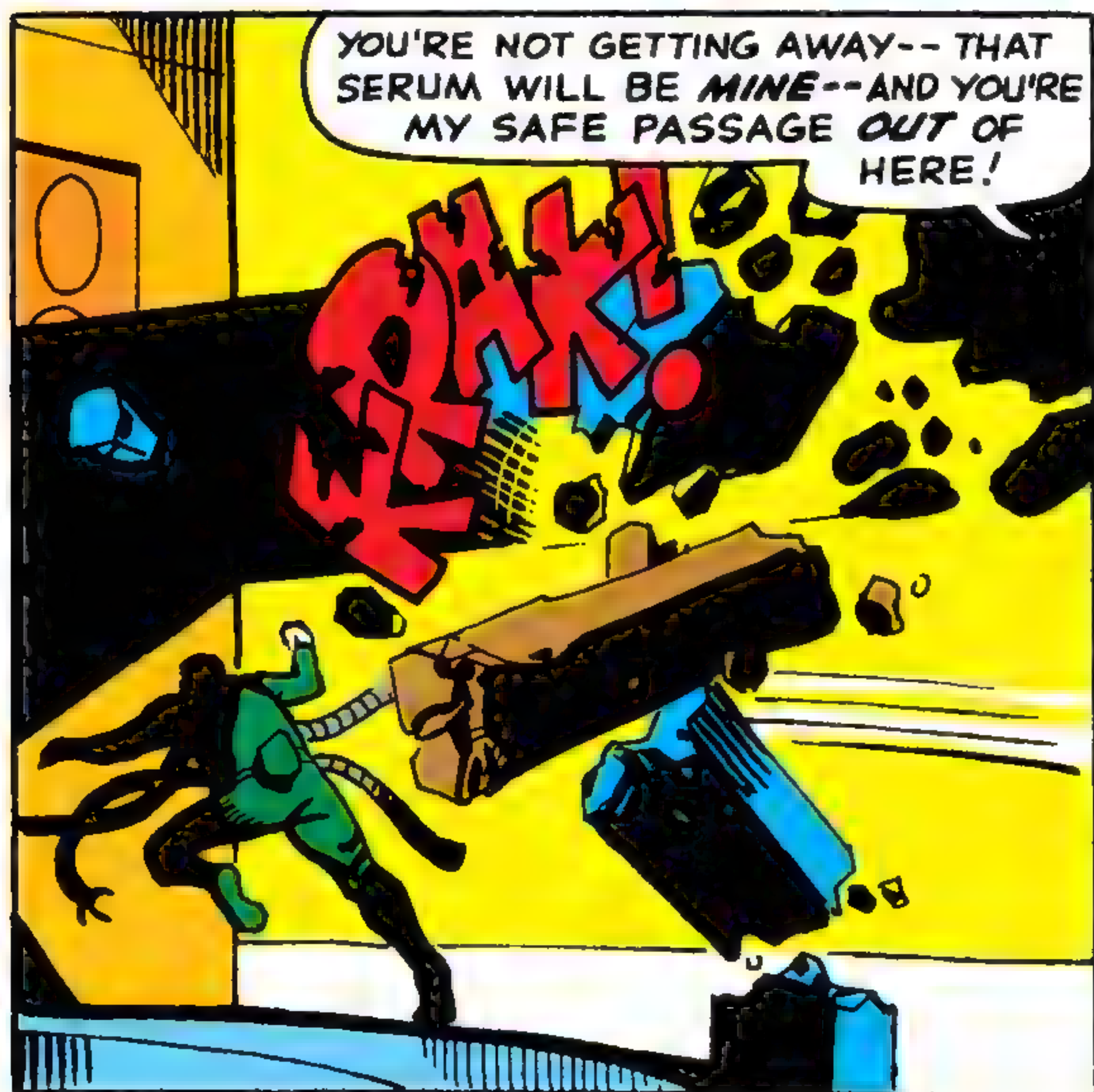
THOT!



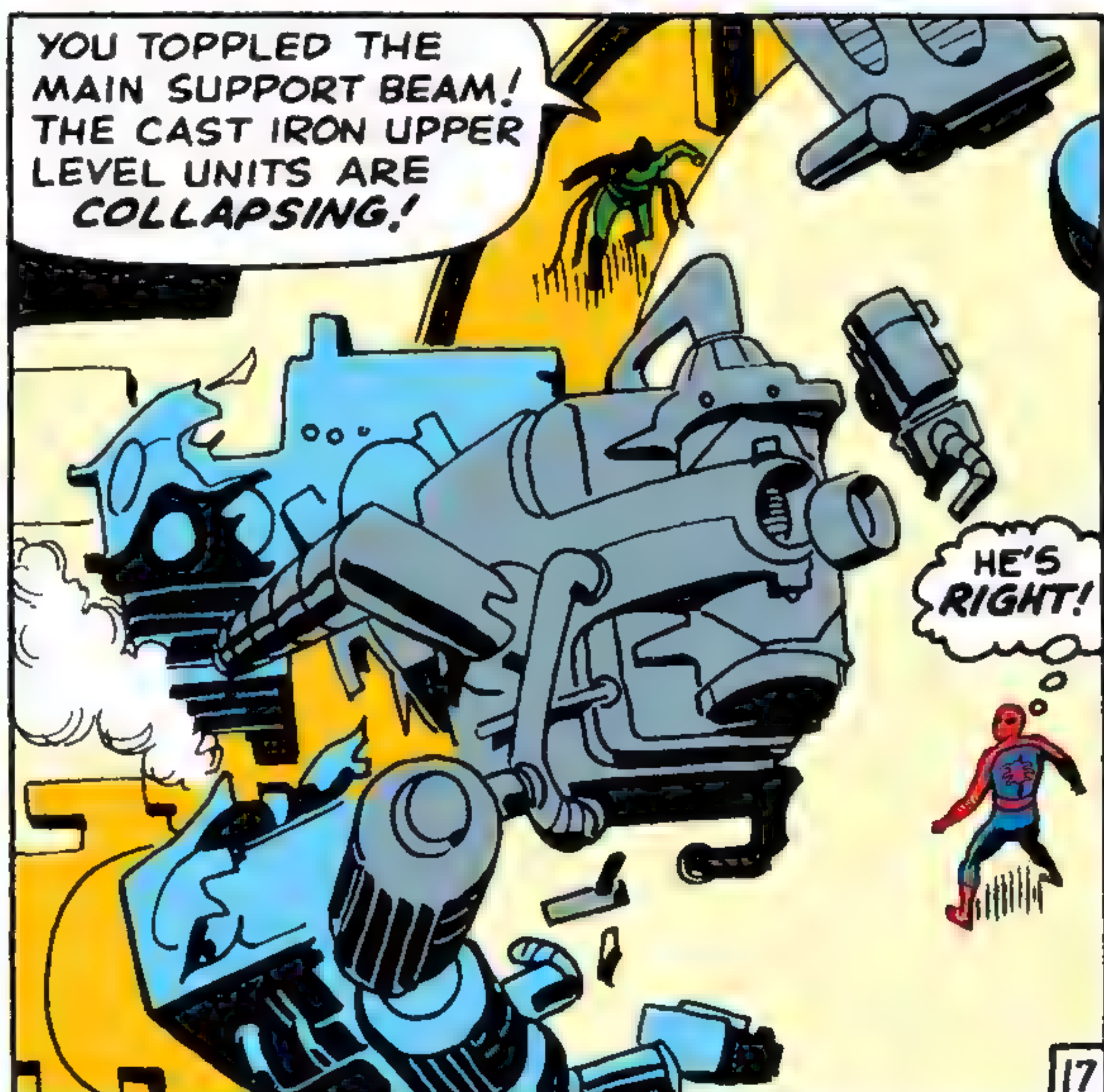
THERE'S NO WAY TO FIGHT HIM-- NO WAY TO **STOP** HIM! HE'S LIKE A RAGING HUMAN DREAD-NAUGHT!! I'VE GOT TO **ESCAPE!**



YOU'RE NOT GETTING AWAY-- THAT SERUM WILL BE **MINE**-- AND YOU'RE MY SAFE PASSAGE **OUT** OF HERE!



YOU TOPPLED THE MAIN SUPPORT BEAM! THE CAST IRON UPPER LEVEL UNITS ARE **COLLAPSING!**



HE'S **RIGHT!**

EVERYTHING'S FALLING ON
TOP OF US!! WE'LL BE
KILLED!!

RRRROOOOM!

NO!! NOT NOW!
I'VE GOT TO
SURVIVE!! GOT
TO BRING THAT
SERUM TO
CONNORS!!

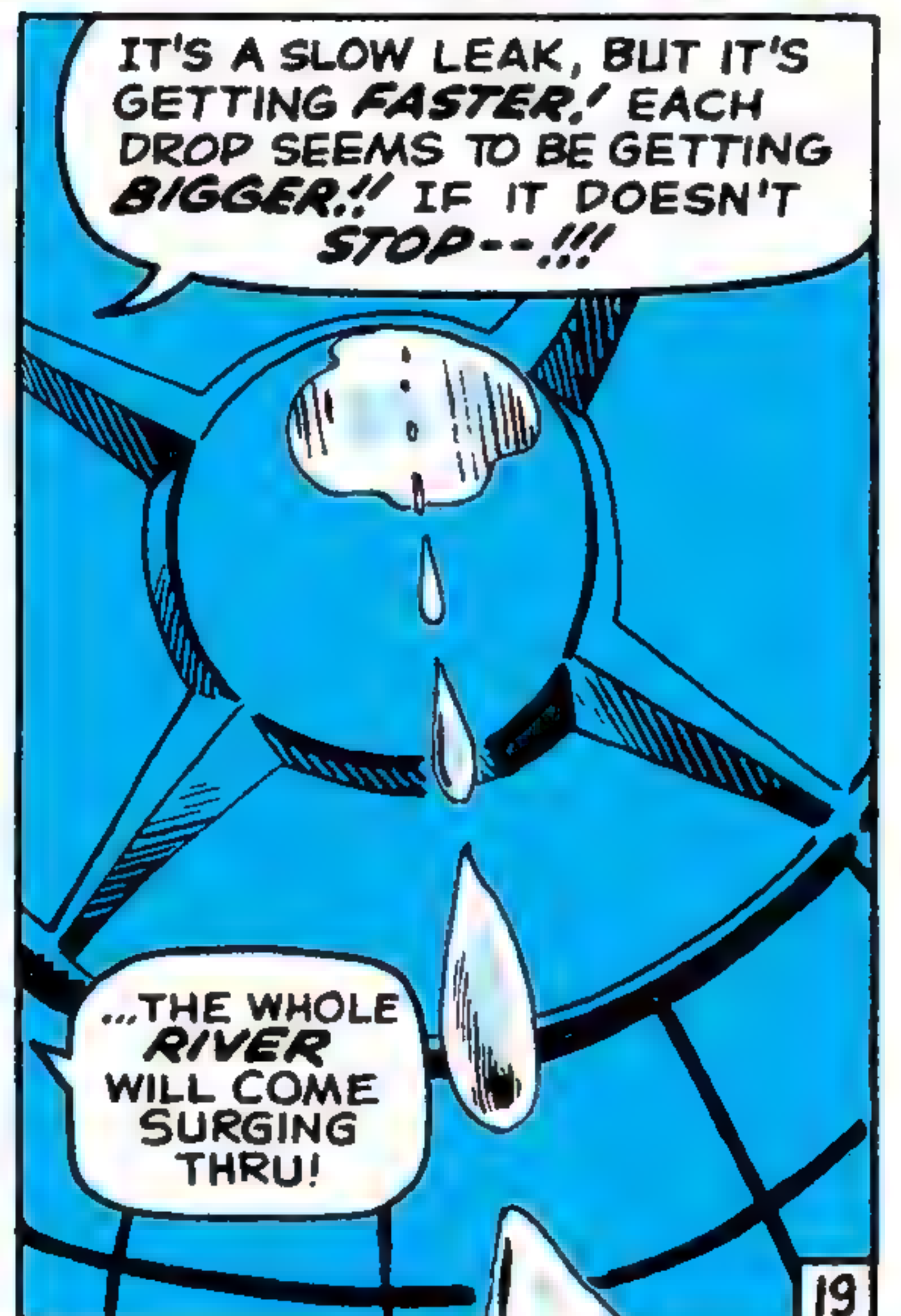
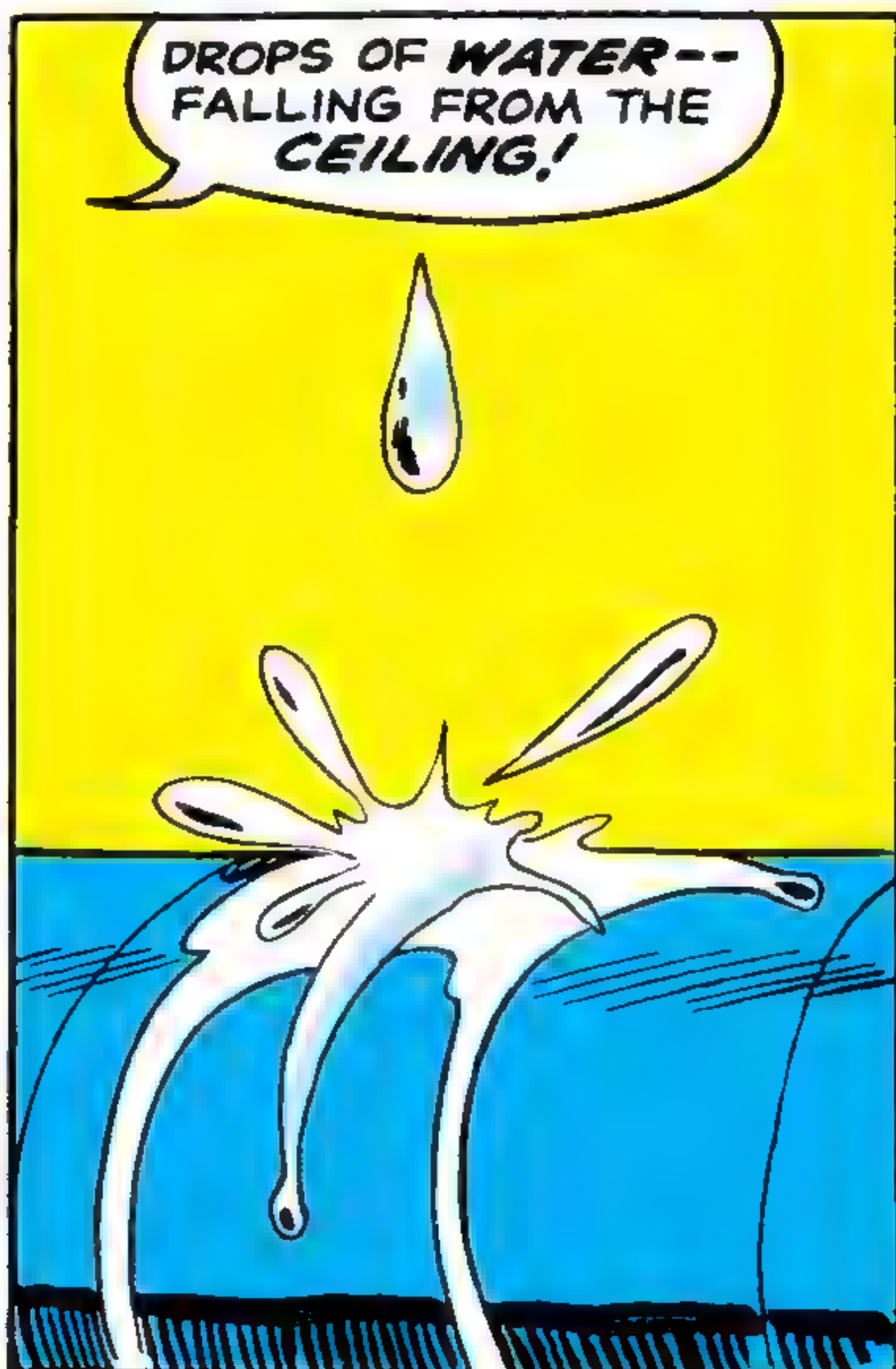
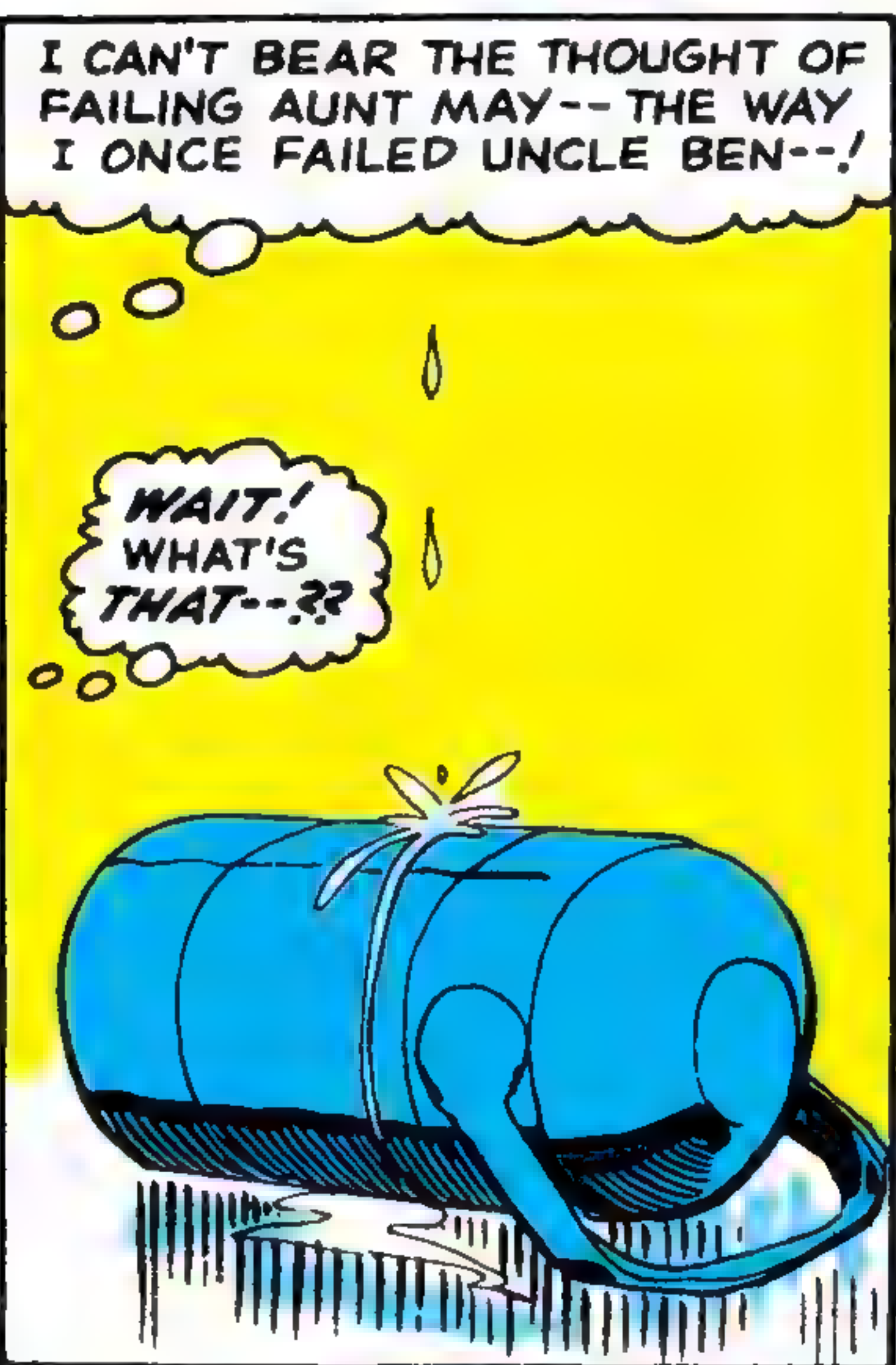
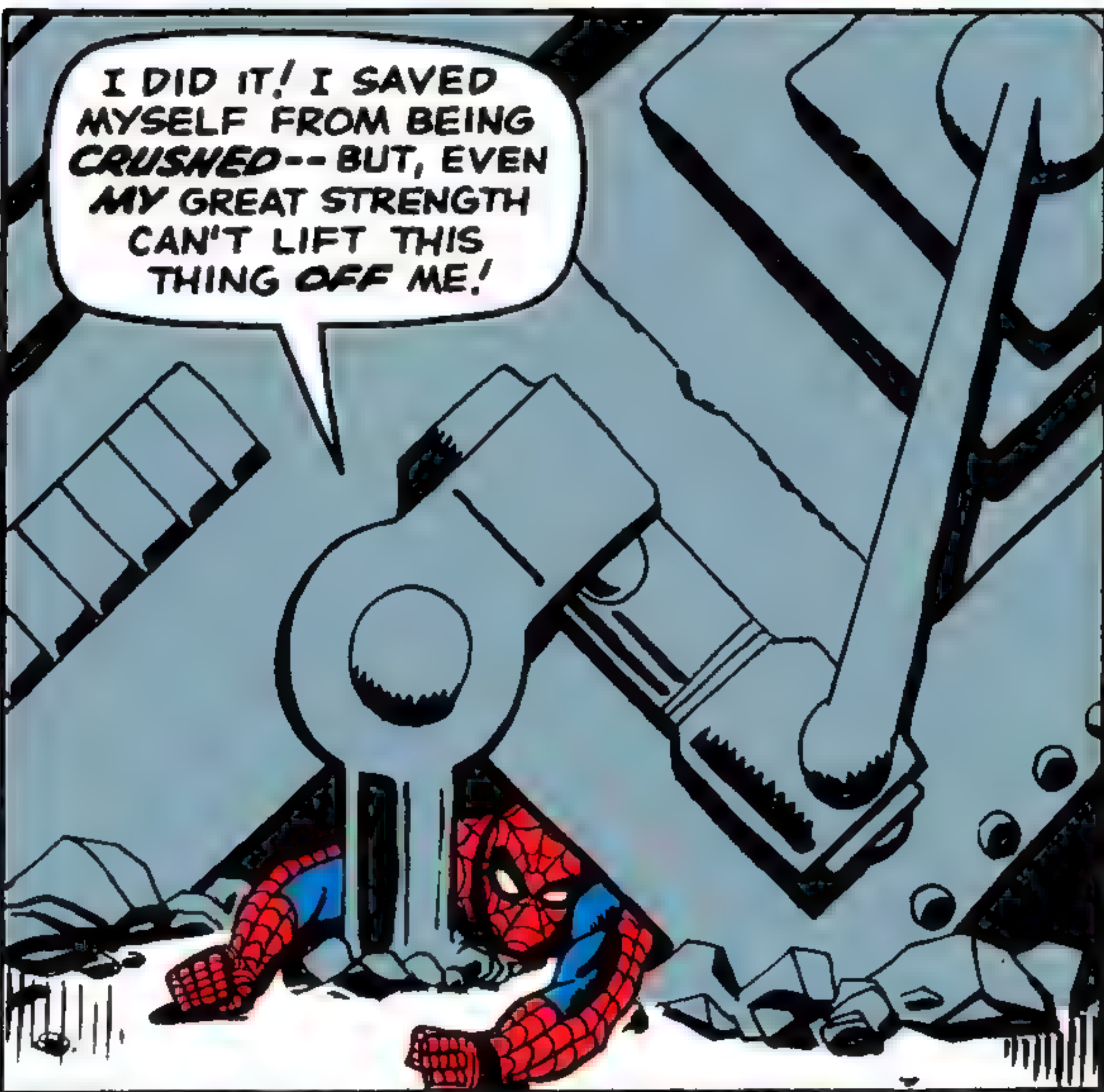
**SECONDS LATER, AFTER THE REVERBERATIONS
HAVE CEASED IN THE VAST, RUBBLE-FILLED
CHAMBER...**

CAN'T SEE DOC
OCK! DON'T KNOW
WHAT HAPPENED
TO HIM! EVERY-
THING IS SO QUIET--
SO STILL!

I'VE GOT TO
GET OUT NOW!
NO BONES SEEM
TO BE BROKEN--!

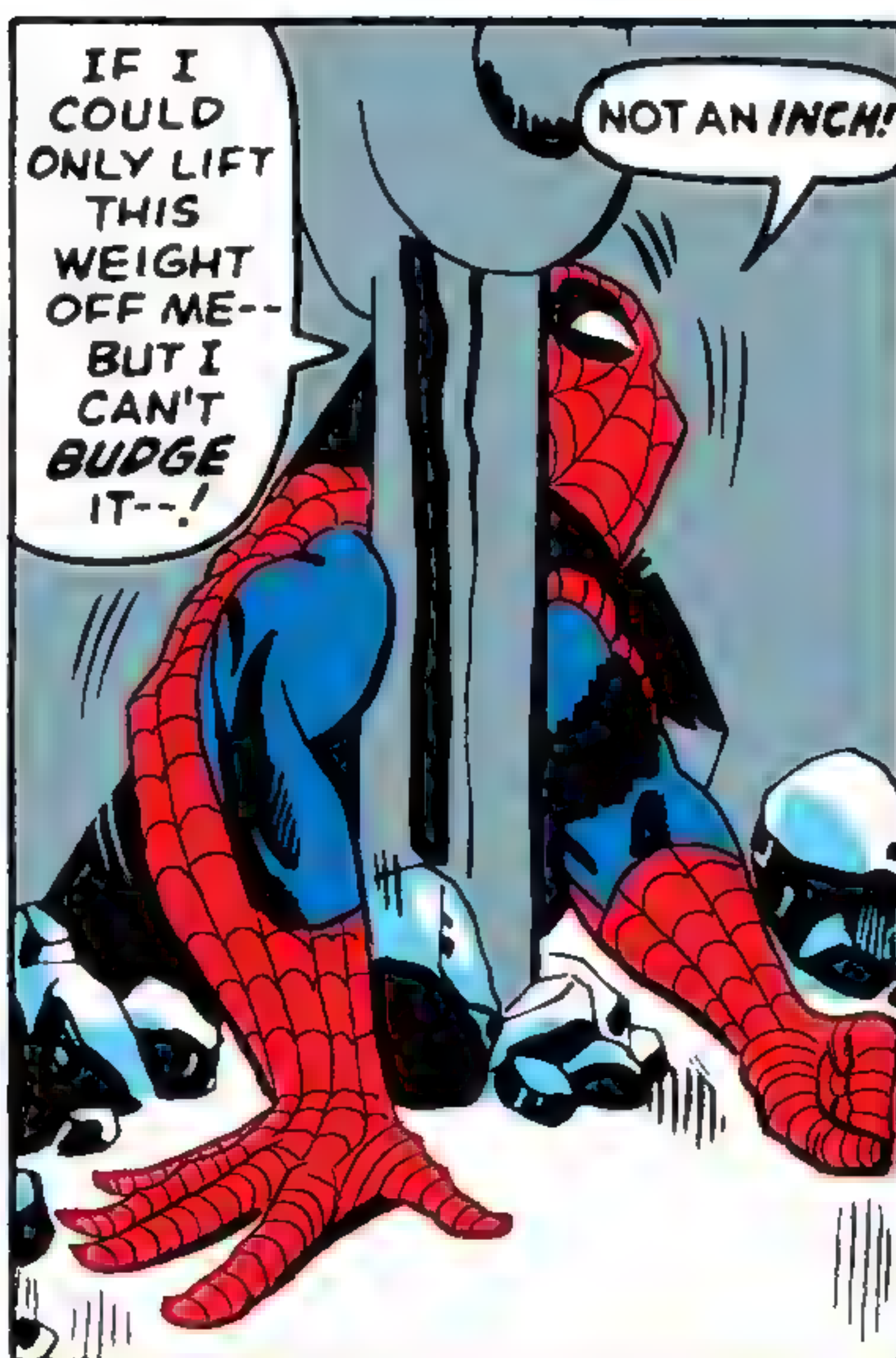
**BUT THEN, THE WEARY YOUTH
HEARS AN OMINOUS RUMBLE
ABOVE HIM... AND, AS HE TURNS
HIS HEAD, HE SEES...**

THE LARGEST IRON
UNIT OF ALL--
BEGINNING TO
SLIDE **DOWN**
TOWARDS ME!! IT
MUST OUTWEIGH
A **LOCOMOTIVE!!**
I'LL BE **CRUSHED!!**



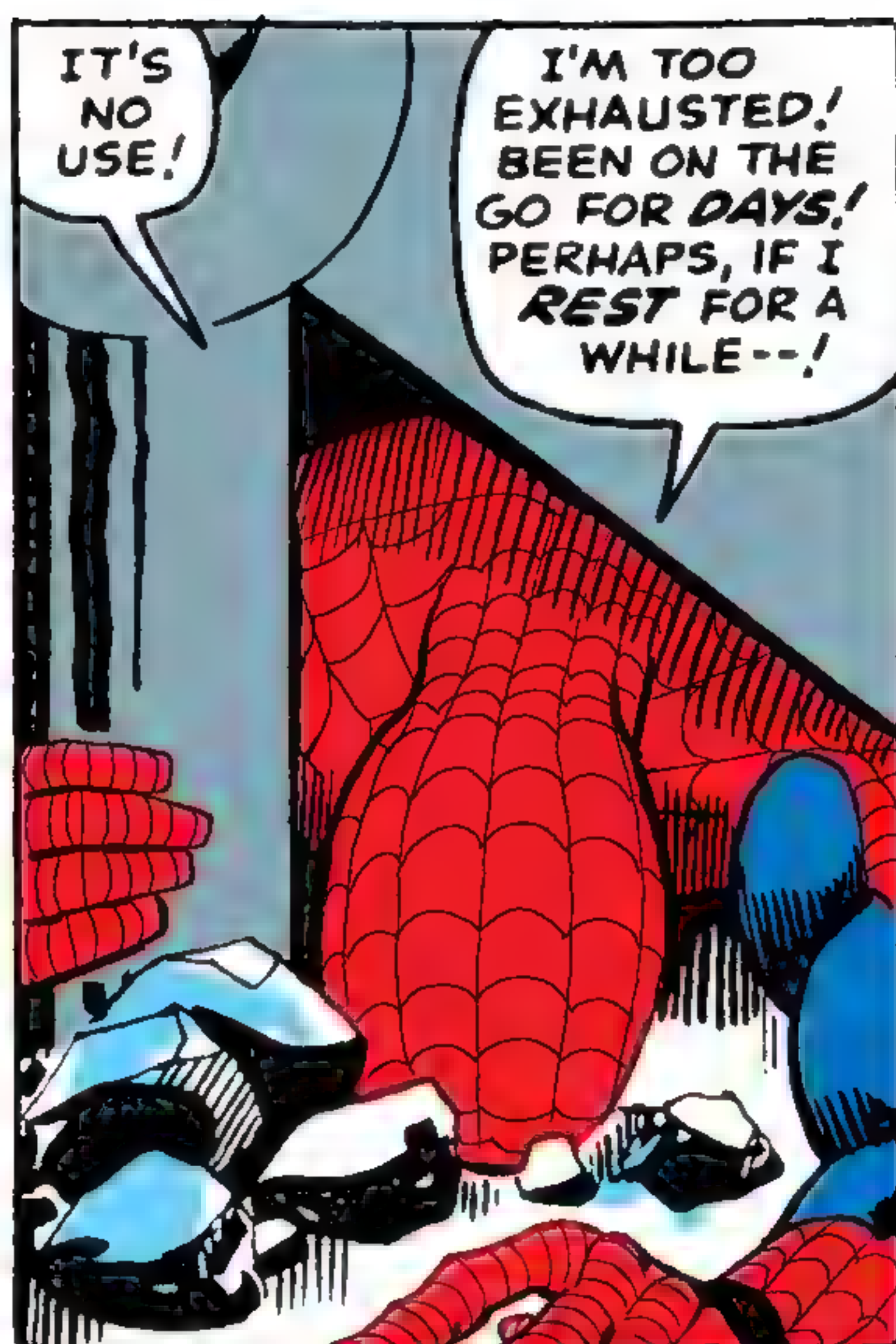


I CAN'T JUST STAY
HERE AND WAIT
FOR THE **END!**
I'VE GOT TO **TRY**
TO GET FREE!



IF I
COULD
ONLY LIFT
THIS
WEIGHT
OFF ME--
BUT I
CAN'T
BUDGE
IT--!

NOT AN **INCH!**



IT'S
NO
USE!

I'M TOO
EXHAUSTED!
BEEN ON THE
GO FOR **DAYS!**
PERHAPS, IF I
REST FOR A
WHILE--!

AND, WHILE THE COSTUMED
TEEN-AGER FUMES AT HIS
SEEMINGLY HOPELESS PREDICAMENT,
MAY PARKER SLOWLY SINKS DEEPER
AND DEEPER INTO HER COMA, ONE
FAINT WORD SOFTLY CROSSING
HER LIPS...



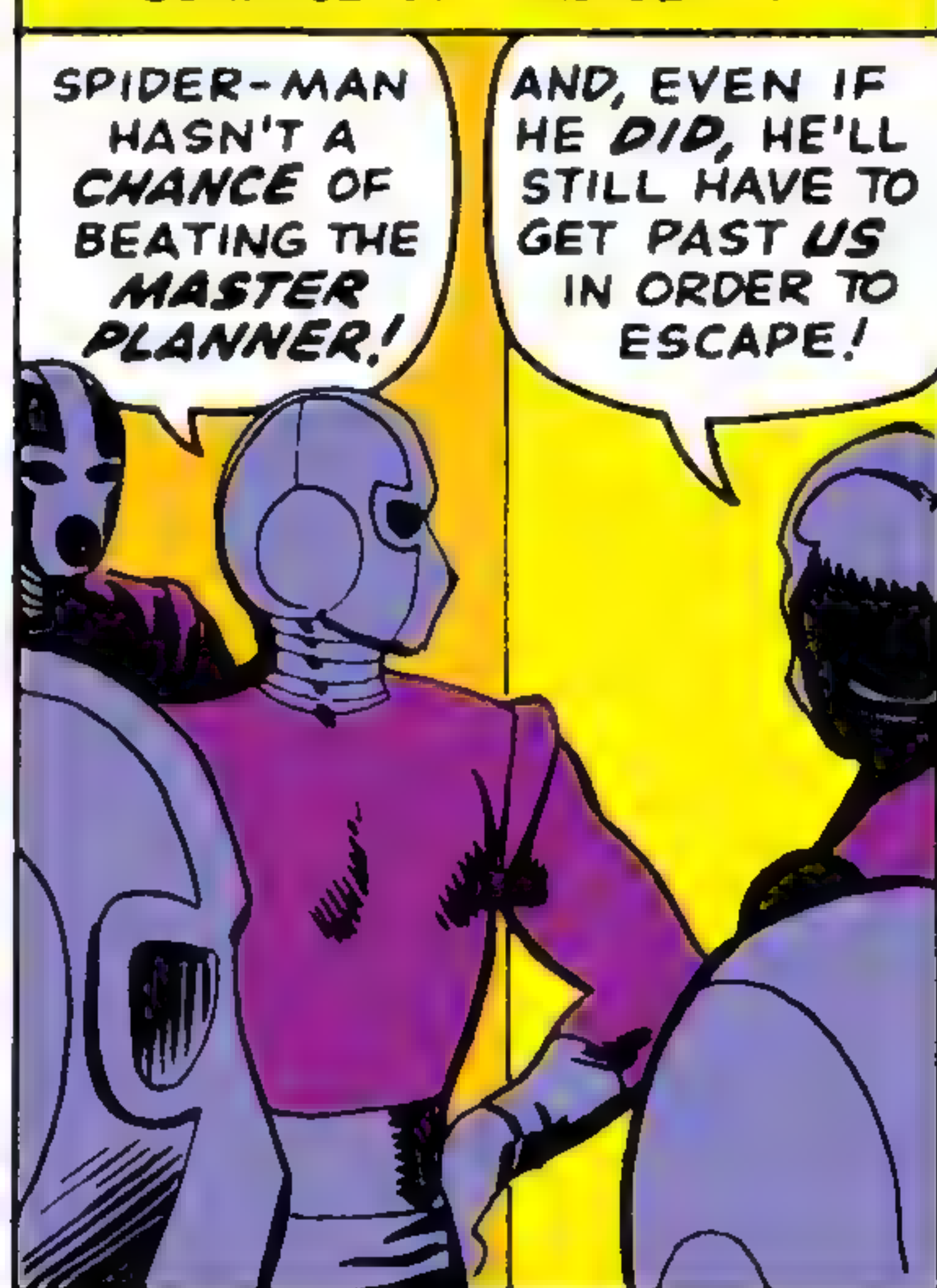
PETER...

WHILE, DIRECTLY ACROSS TOWN,
ANOTHER MAN SILENTLY WAITS--
AND WONDERS--



IF HE DOESN'T
RETURN SOON, IT WILL BE TOO
LATE! THE ISO-36 WILL LOSE
ITS POTENCY!

AS, MANY FATHOMS BENEATH THE
SURFACE OF THE SEA...



SPIDER-MAN
HASN'T A
CHANCE OF
BEATING THE
MASTER
PLANNER!

AND, EVEN IF
HE **DID**, HE'LL
STILL HAVE TO
GET PAST **US**
IN ORDER TO
ESCAPE!

BUT, BEHIND THE BOLTED DOOR, UNSUSPECTED
BY THE MASKED CRIMINALS, SPIDER-MAN FUMES
IN HELPLESS RAGE AS THE DROPS OF WATER FALL
EVER FASTER-- EVER LARGER-- FASTER-- LARGER--
FASTER-- LARGER--!!!



I'VE **FAILED!!**
JUST NOW--
WHEN IT
COUNTED THE
MOST-- I'VE
FAILED!!

WHEREVER YOU GO--
WHATEVER YOU DO--
WHATEVER BEFALLS--
THIS WE SAY TO
YOU-- YOU MUST NOT
MISS THE NEXT ISSUE
OF **SPIDER-MAN!!**
AND NOW, TILL THAT
GLORIOUS MOMENT
WHEN YOU HOLD
NEXT MONTH'S COPY
IN YOUR EAGER HANDS,
WE WISH YOU, ONE
AND ALL-- **HAPPY**
WEB-SLINGING!



the AMAZING SPIDER-MAN

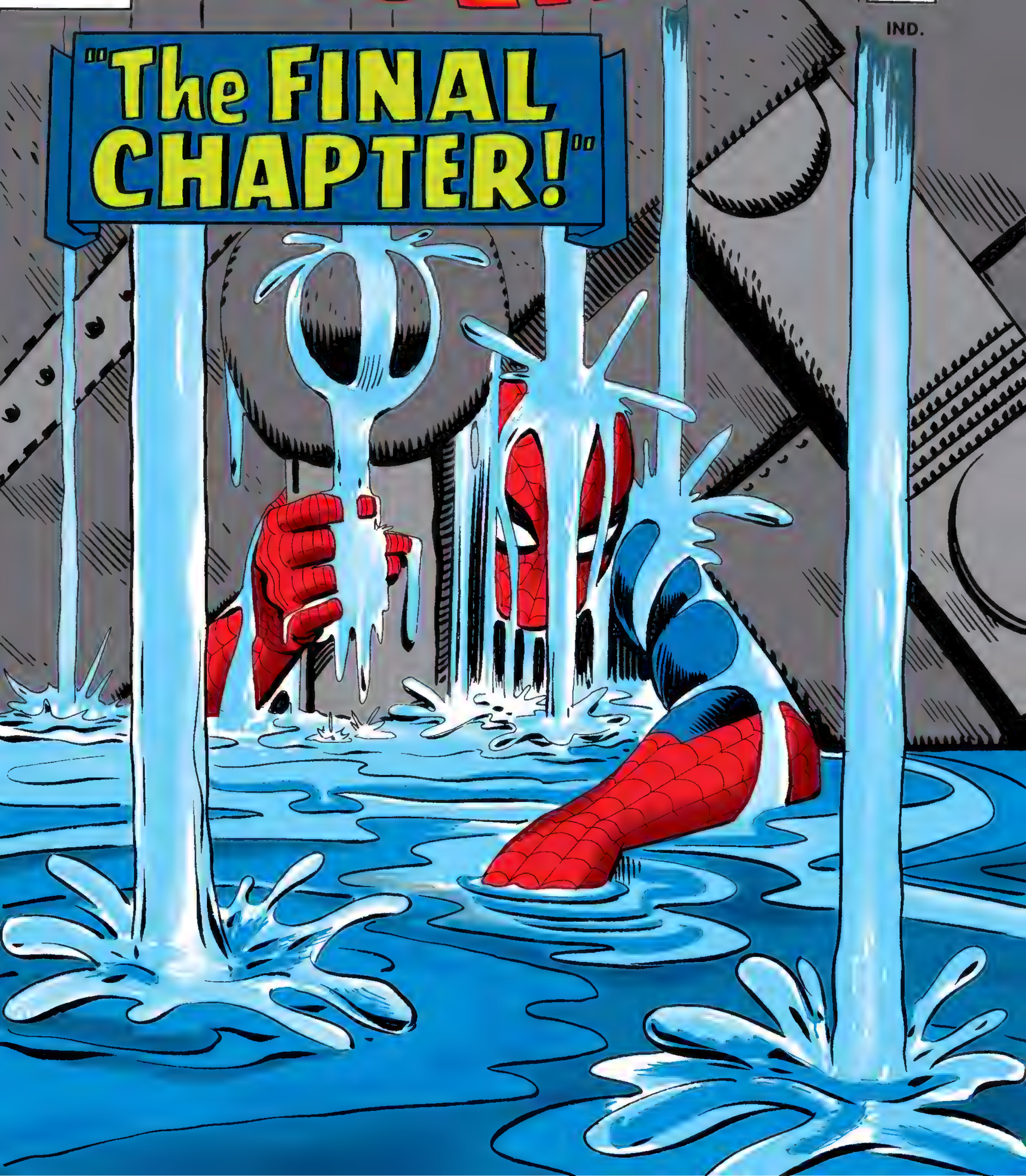
APPROVED
BY THE
COMICS
CODE
AUTHORITY

MARVEL
COMICS
GROUP 12¢

33
FEB

IND.

"The FINAL CHAPTER!"



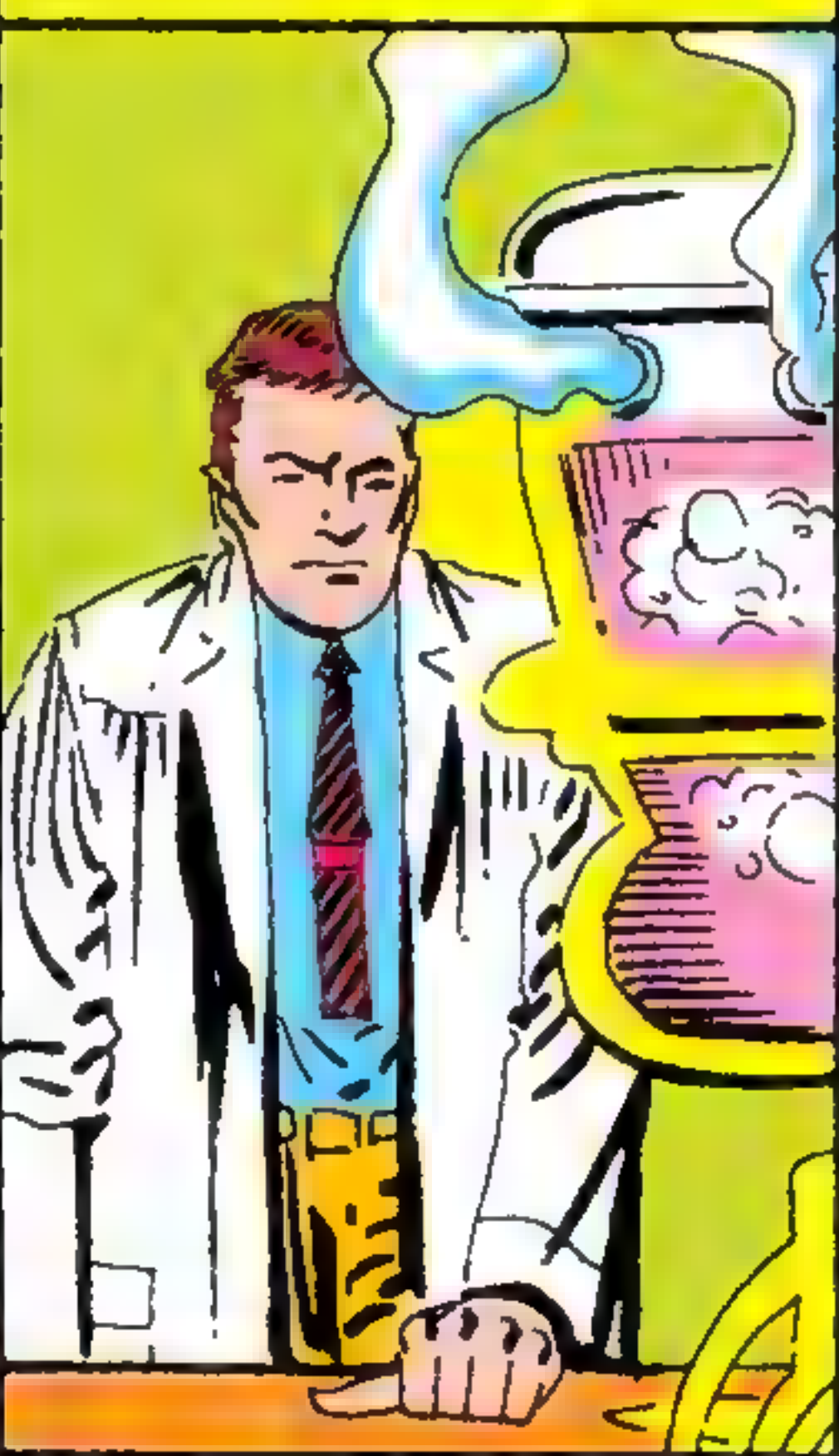
THE AMAZING SPIDER-MAN!

"THE FINAL CHAPTER!"

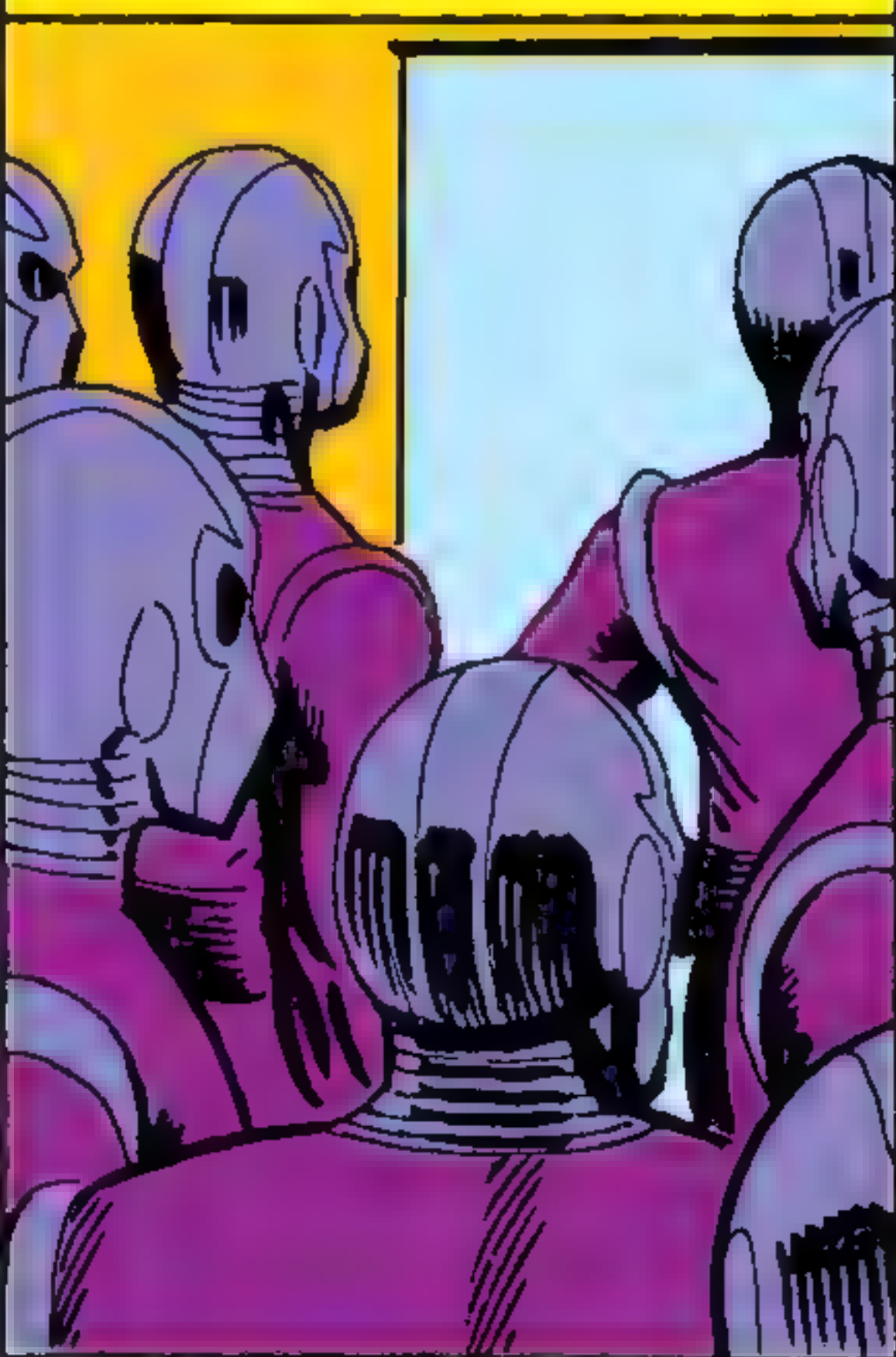
AS PETER PARKER'S AUNT MAY LIES DYING IN THE HOSPITAL, VICTIM OF THE EFFECTS OF RADIOACTIVITY IN HER BLOOD STREAM...



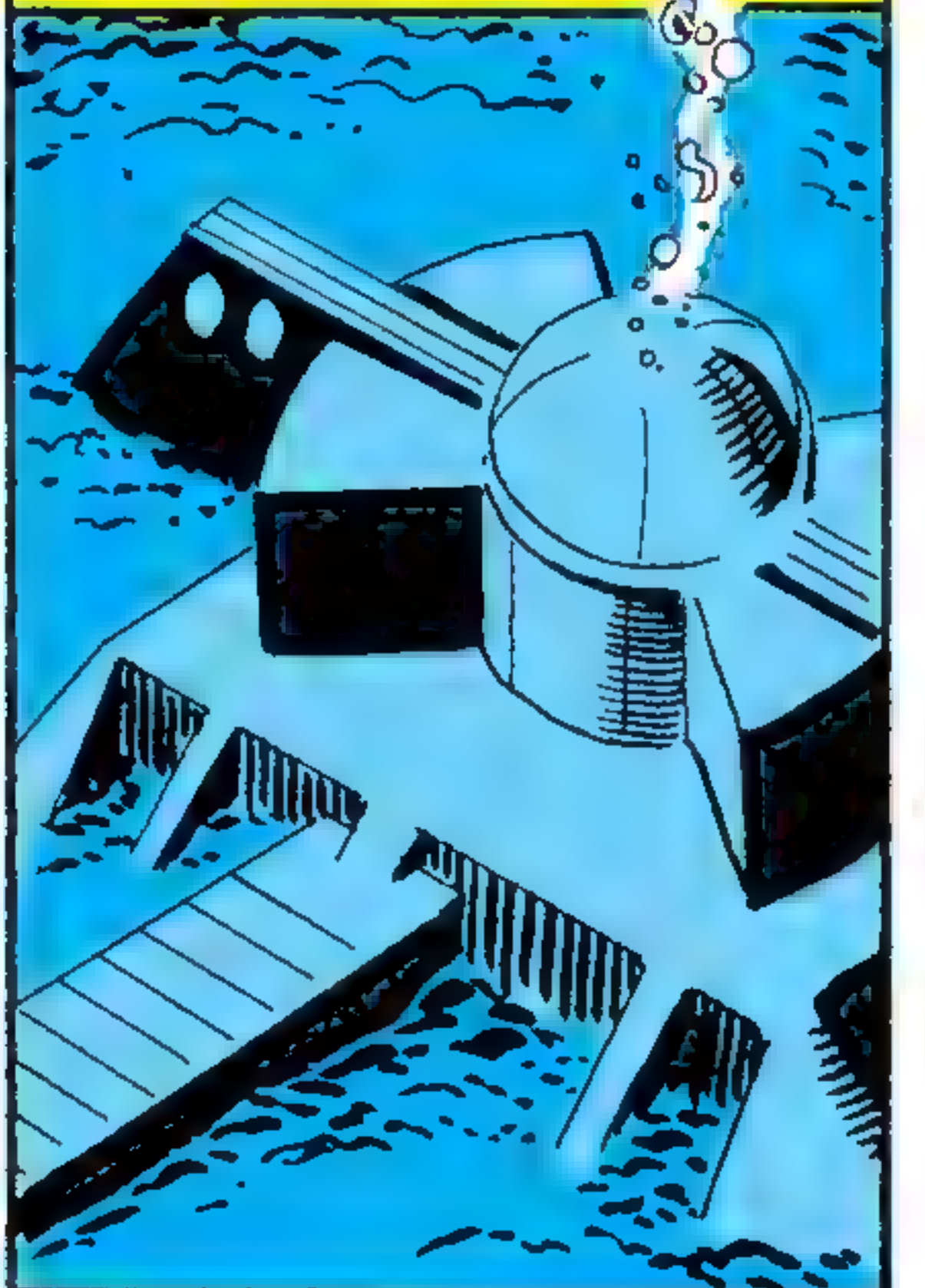
...A SYMPATHETIC DR. CONNORS WAITS FOR SPIDER-MAN TO BRING THE ISO-36 TO HIM... FOR IT IS THE ONLY SERUM WHICH MIGHT SAVE PETER'S AUNT!



BUT, THE STOLEN SERUM IS IN THE POSSESSION OF DR. OCTOPUS, WHOSE MASKED HENCHMEN WAIT OUTSIDE A STEEL DOOR, AS SPIDEY AND DOC OCK BATTLE WITHIN...!



AND, NONE SUSPECT THAT A SUDDEN LEAK IN THE UNDER-WATER DOME OF THE HIDDEN HIDEOUT IS GROWING BIGGER--AND BIGGER--!



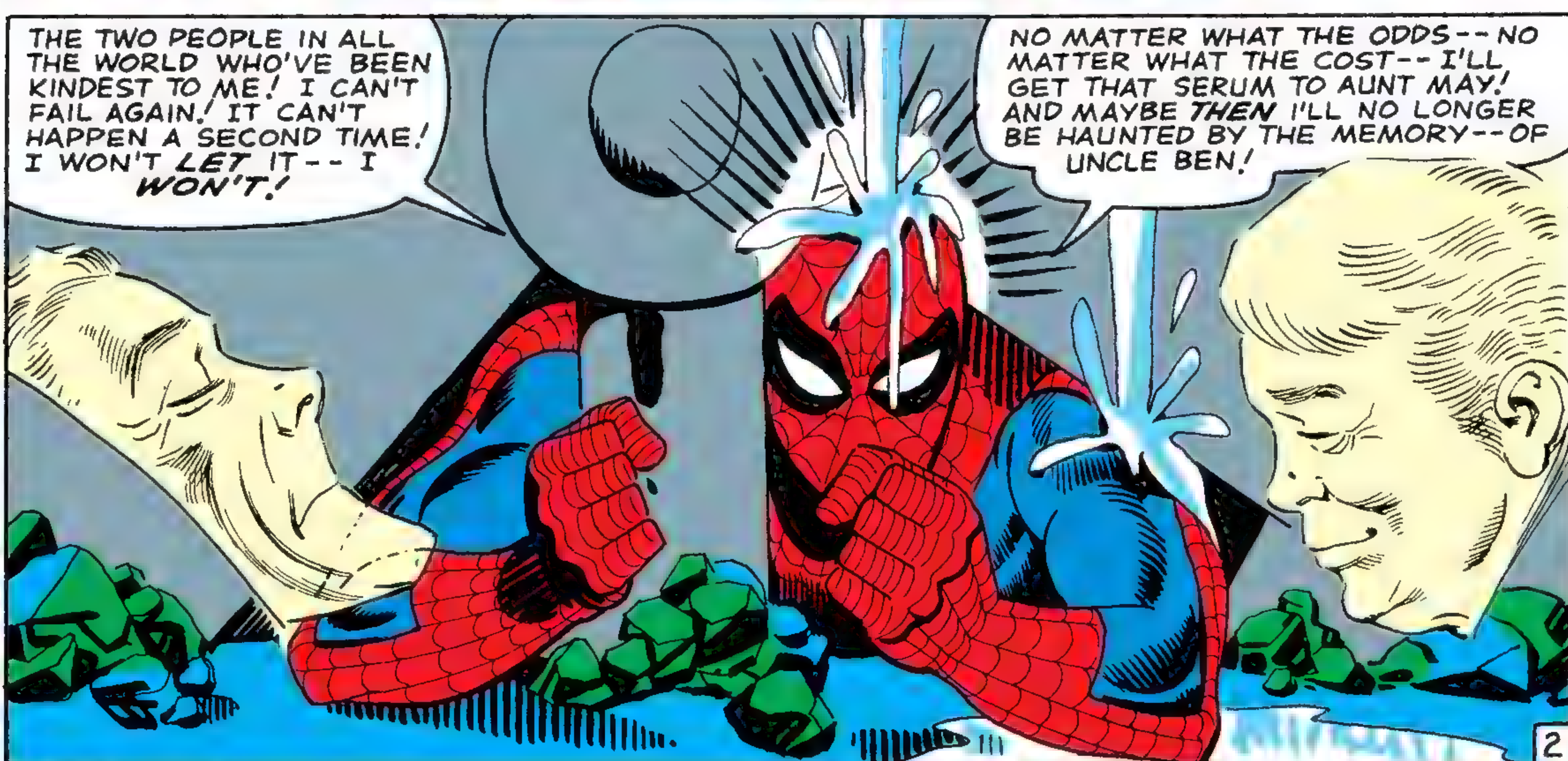
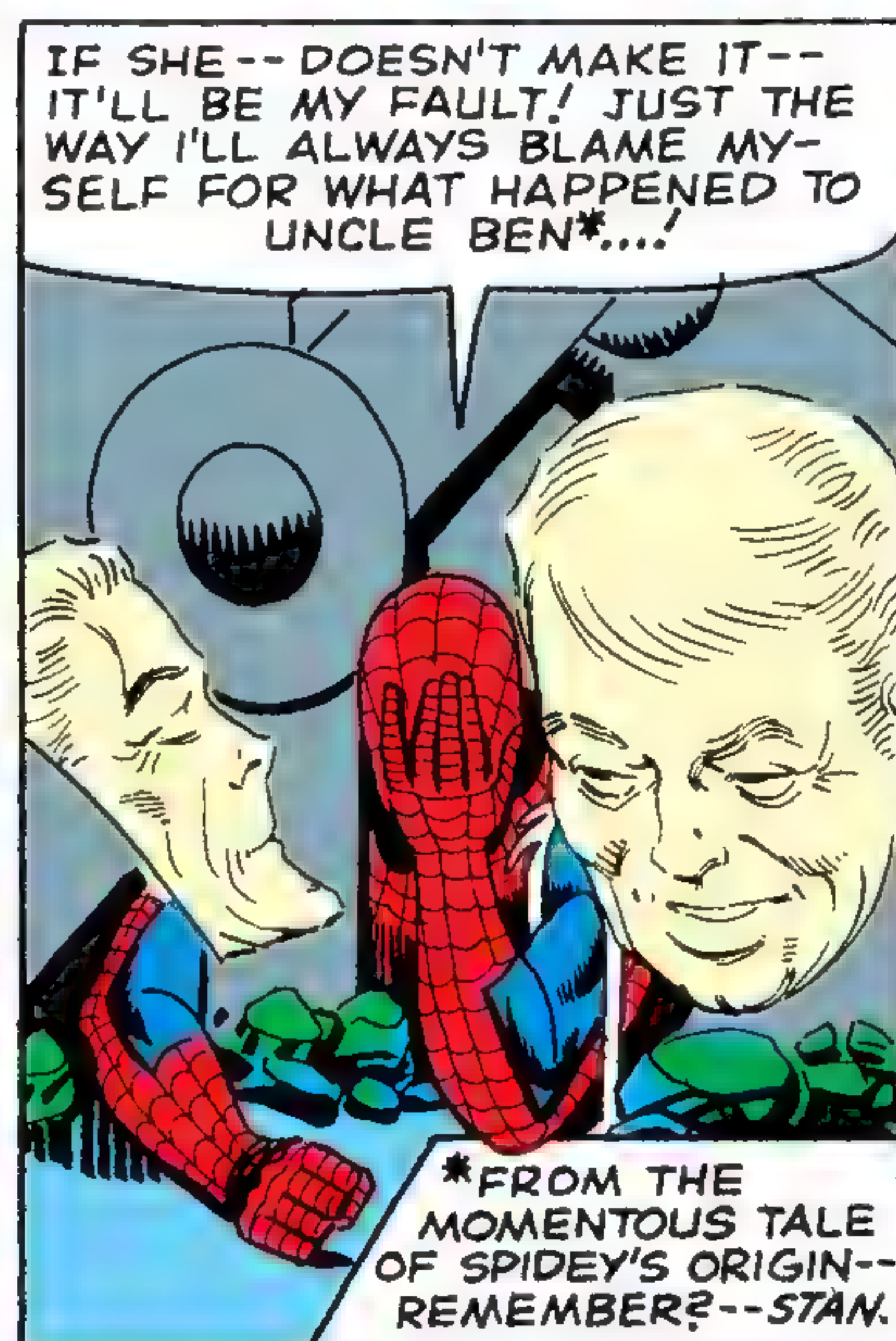
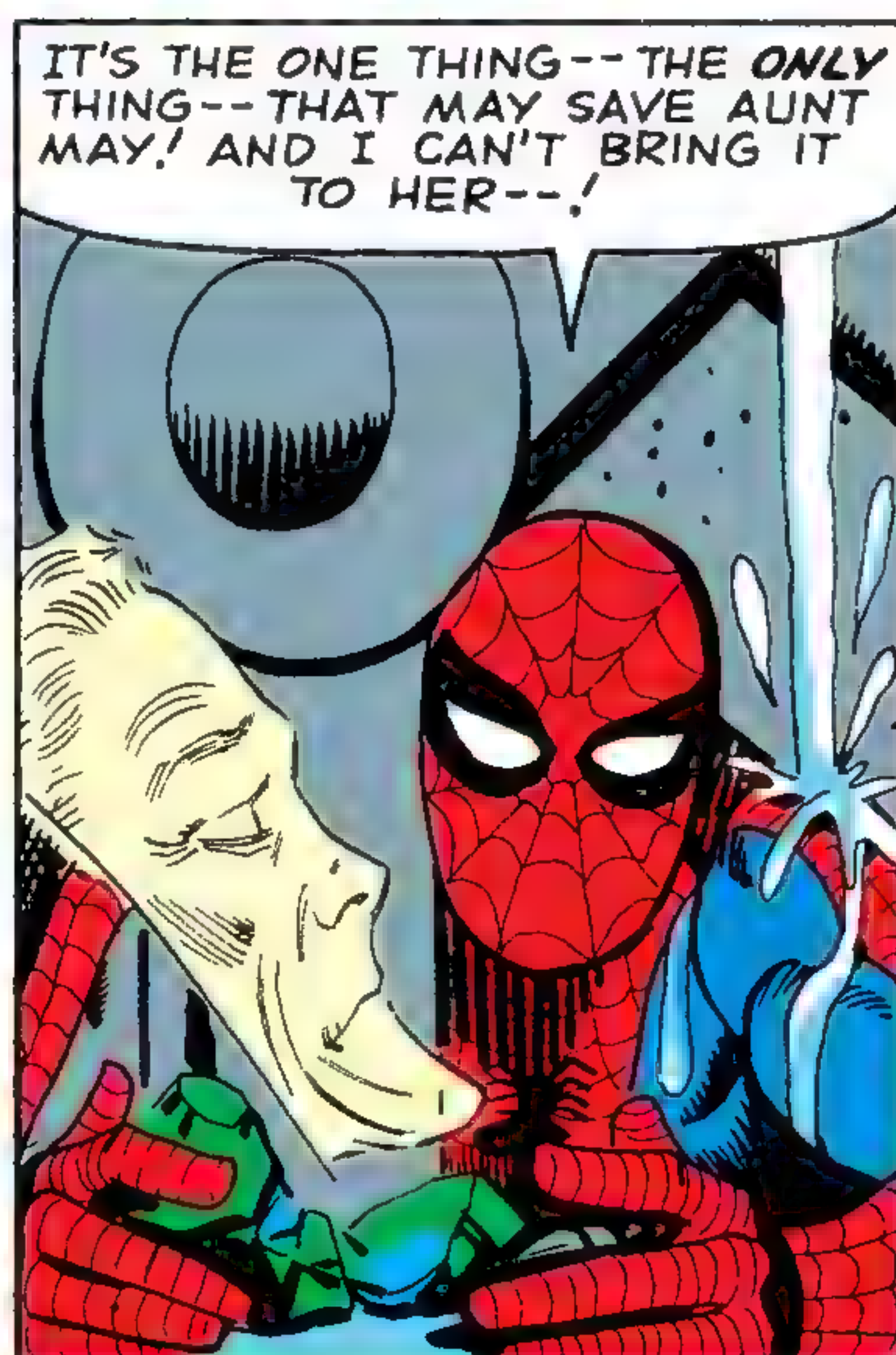
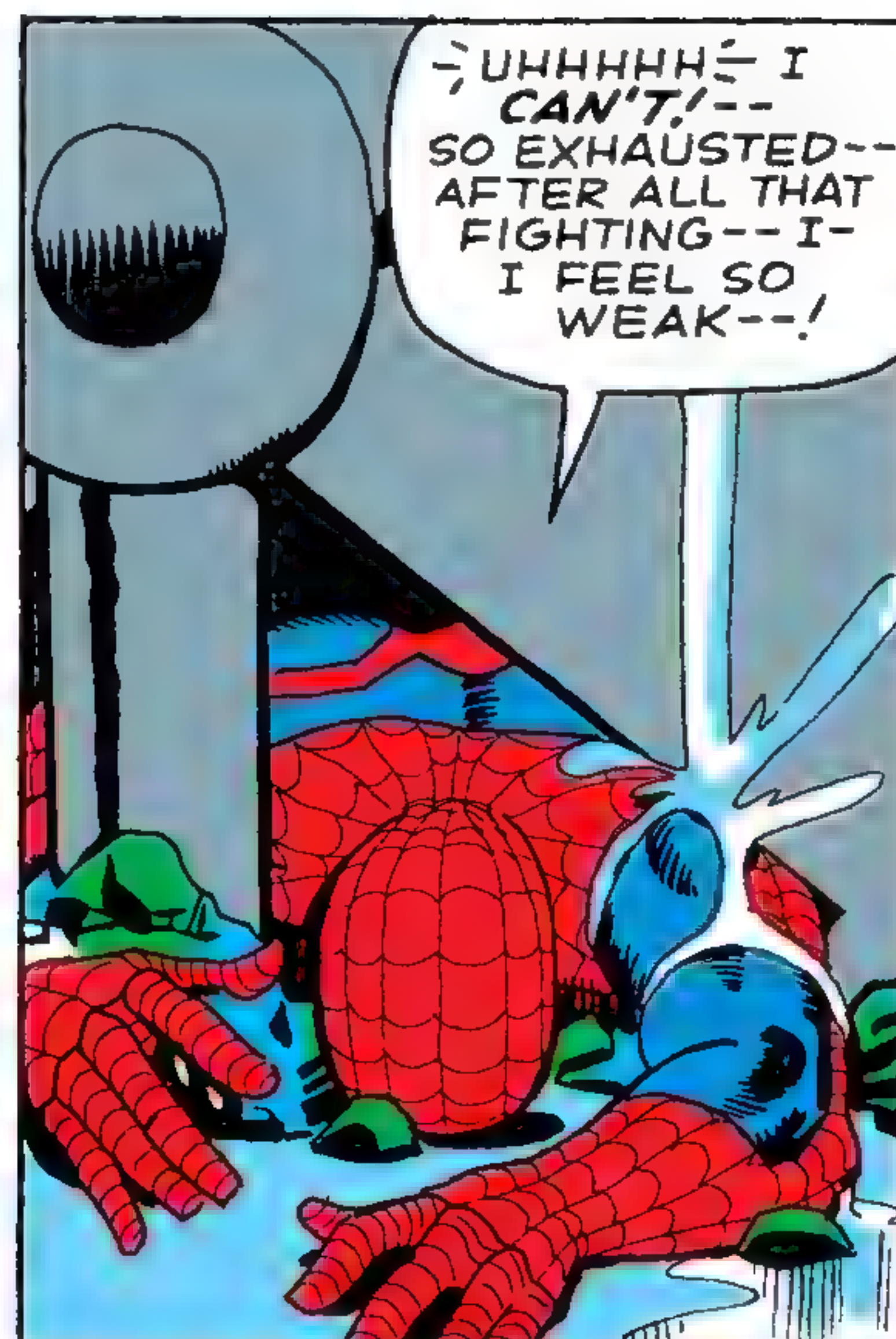
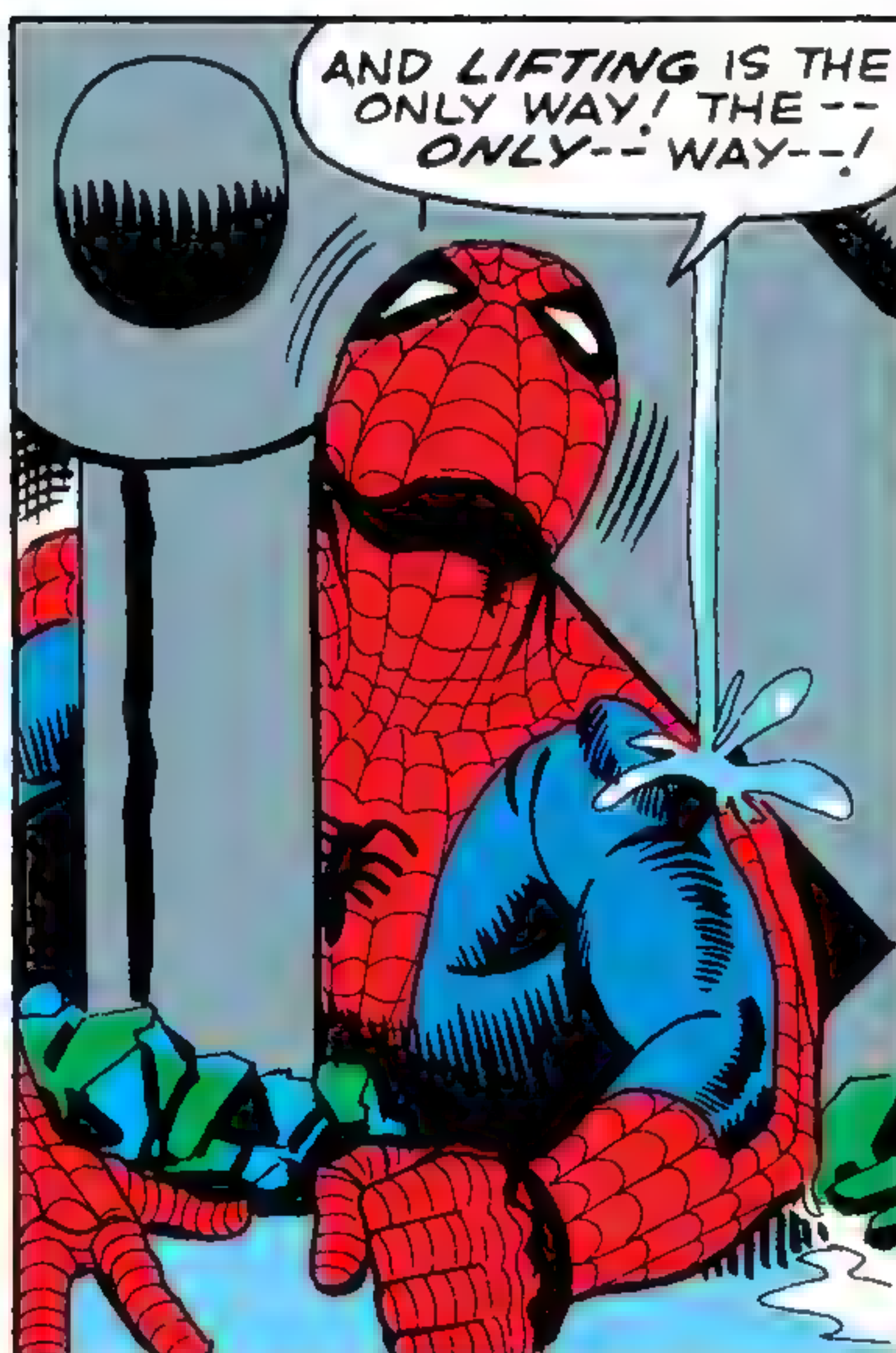
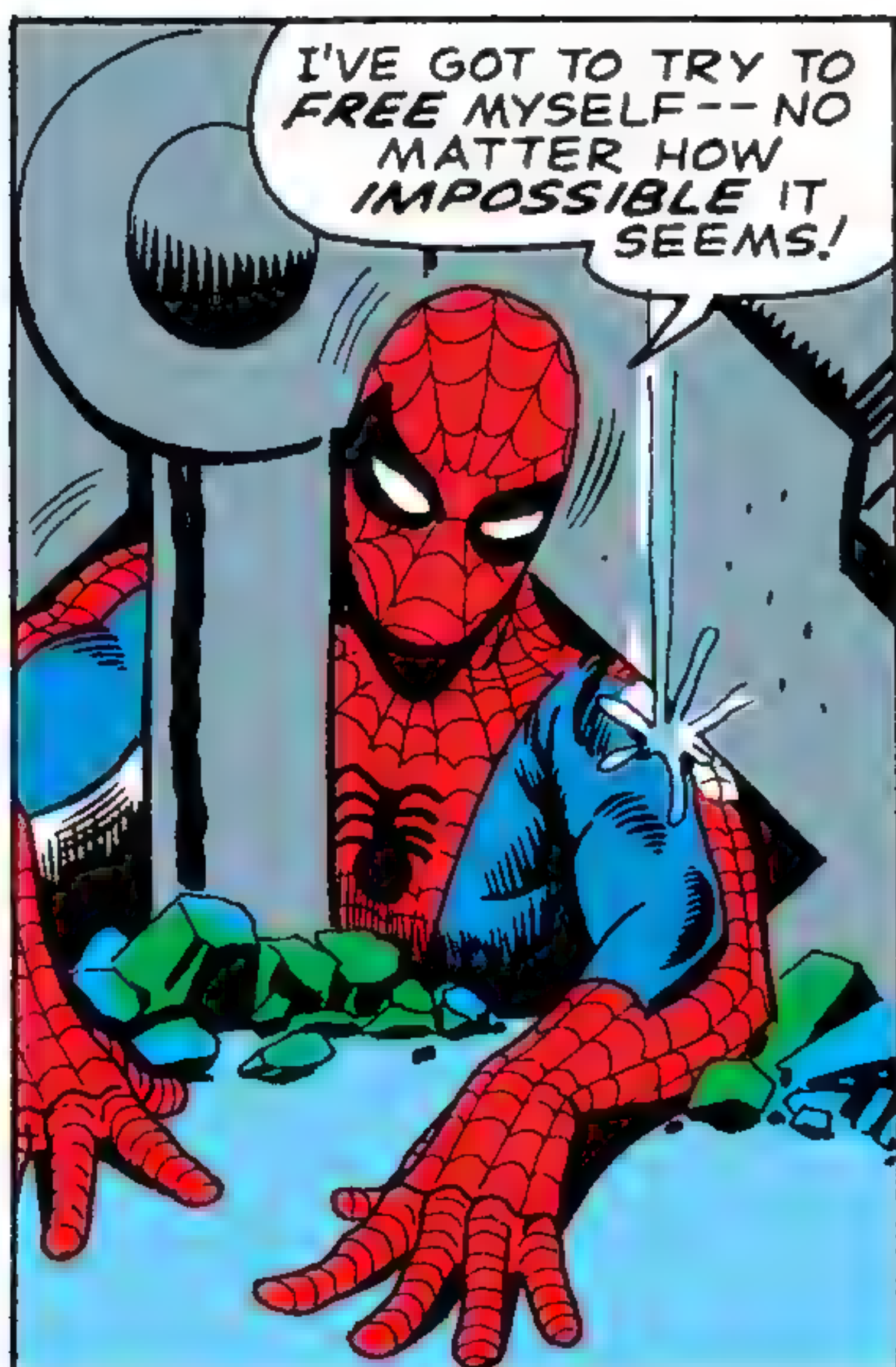
--WHILE SPIDER-MAN HIMSELF, HAVING BEATEN HIS MULTI-ARMED FOE, IS NOW TRAPPED BENEATH TONS OF FALLEN STEEL-- WITH THE PRECIOUS SERUM LYING JUST OUT OF REACH, AS THE FATAL SECONDS TICK BY...

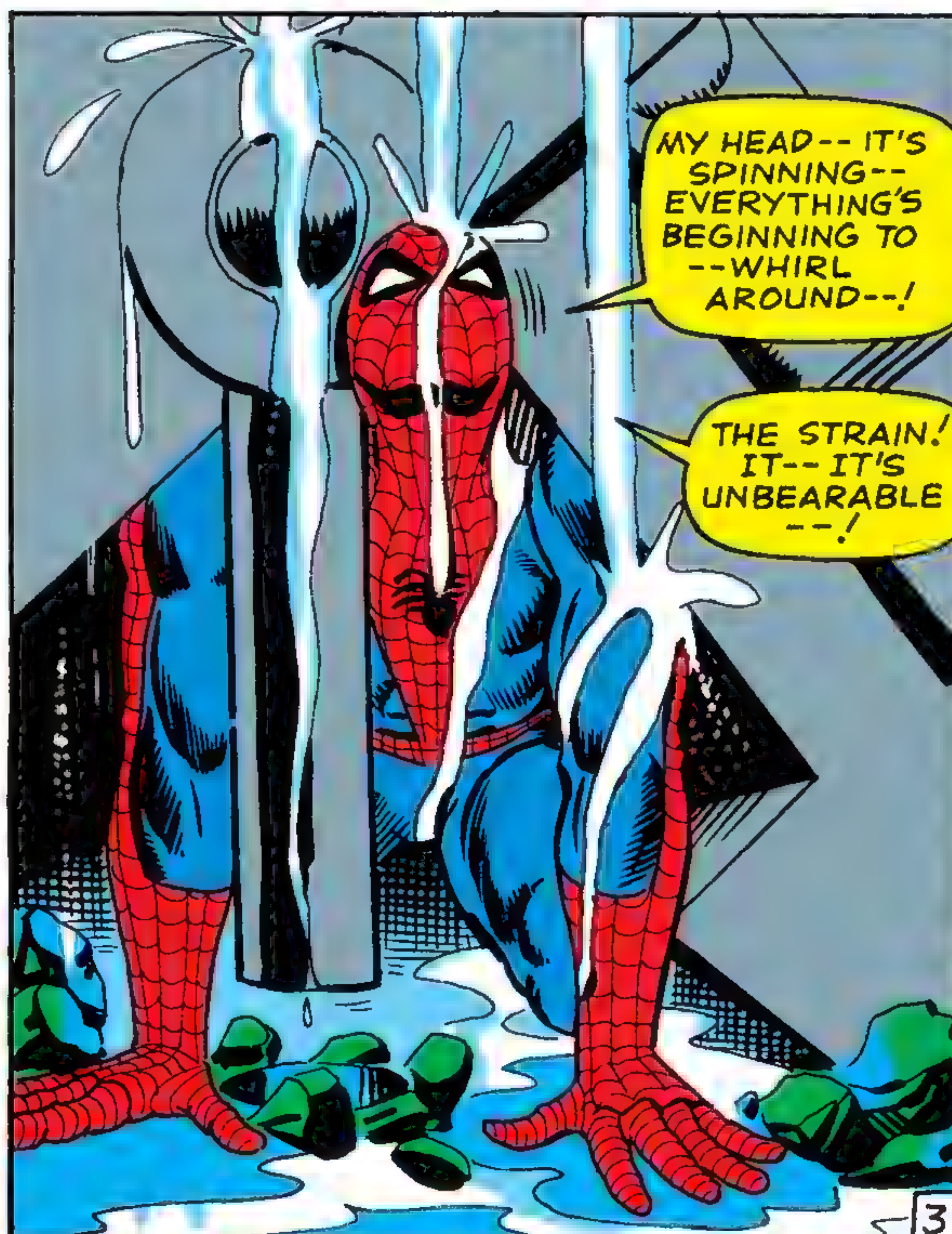
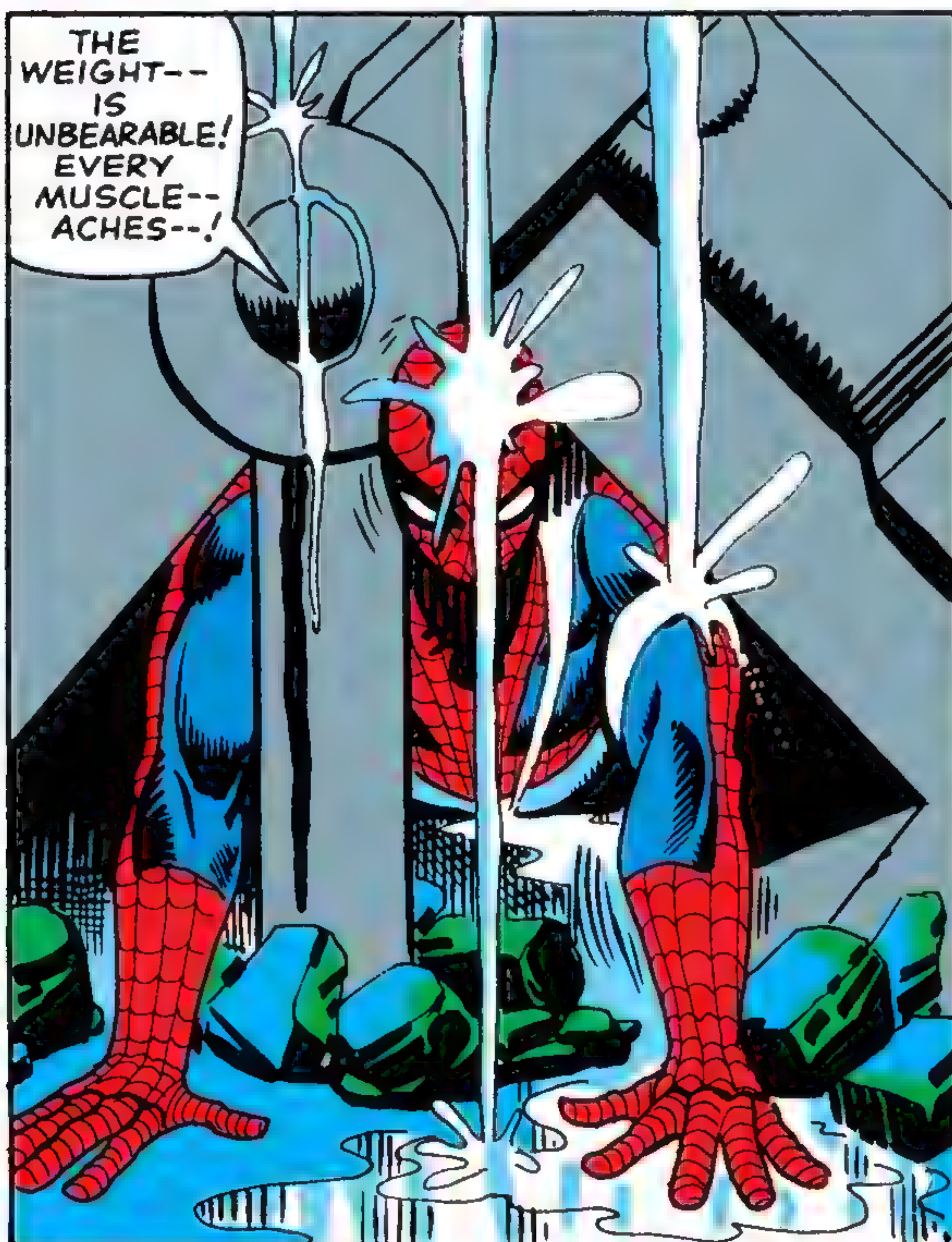
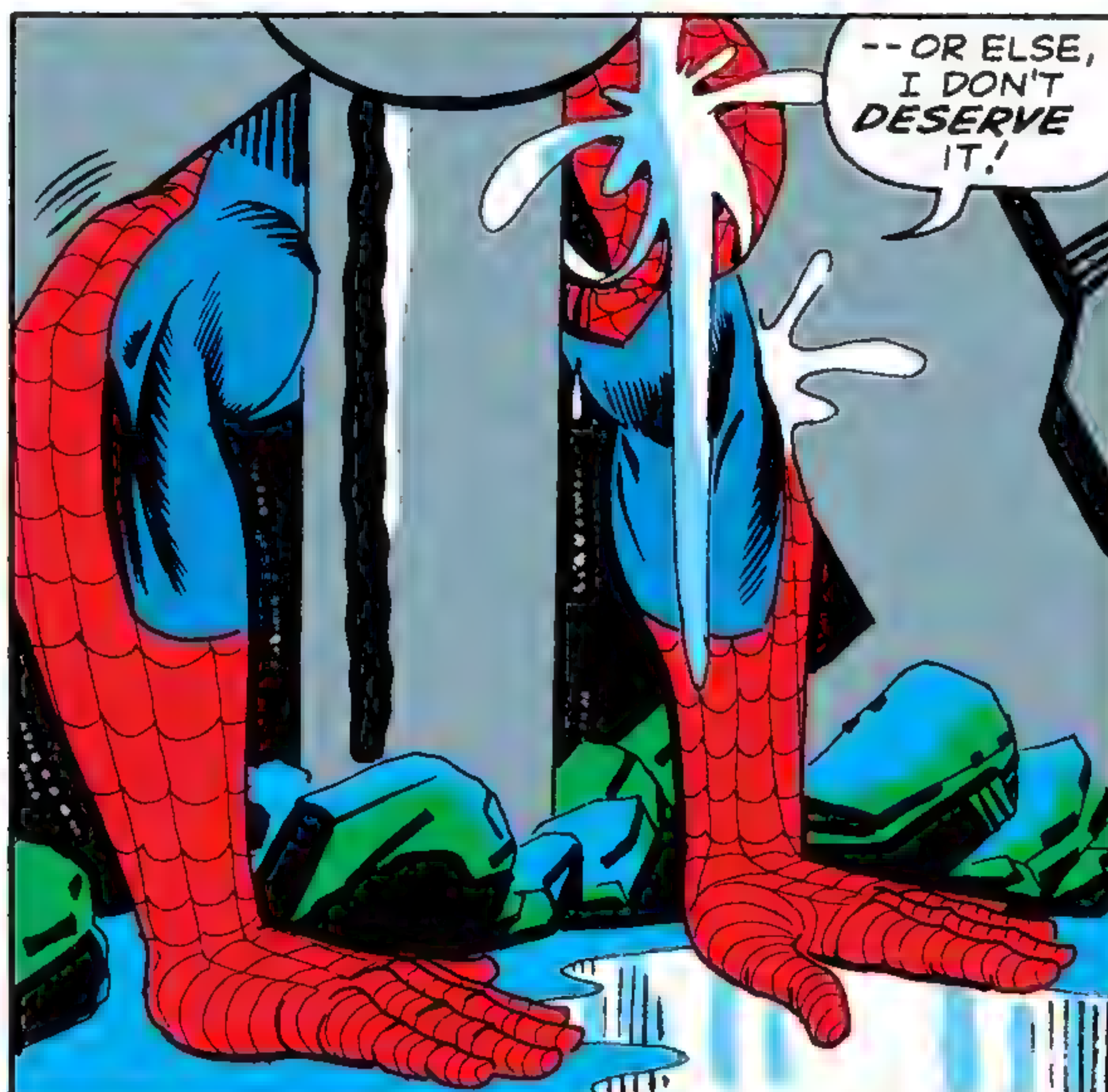
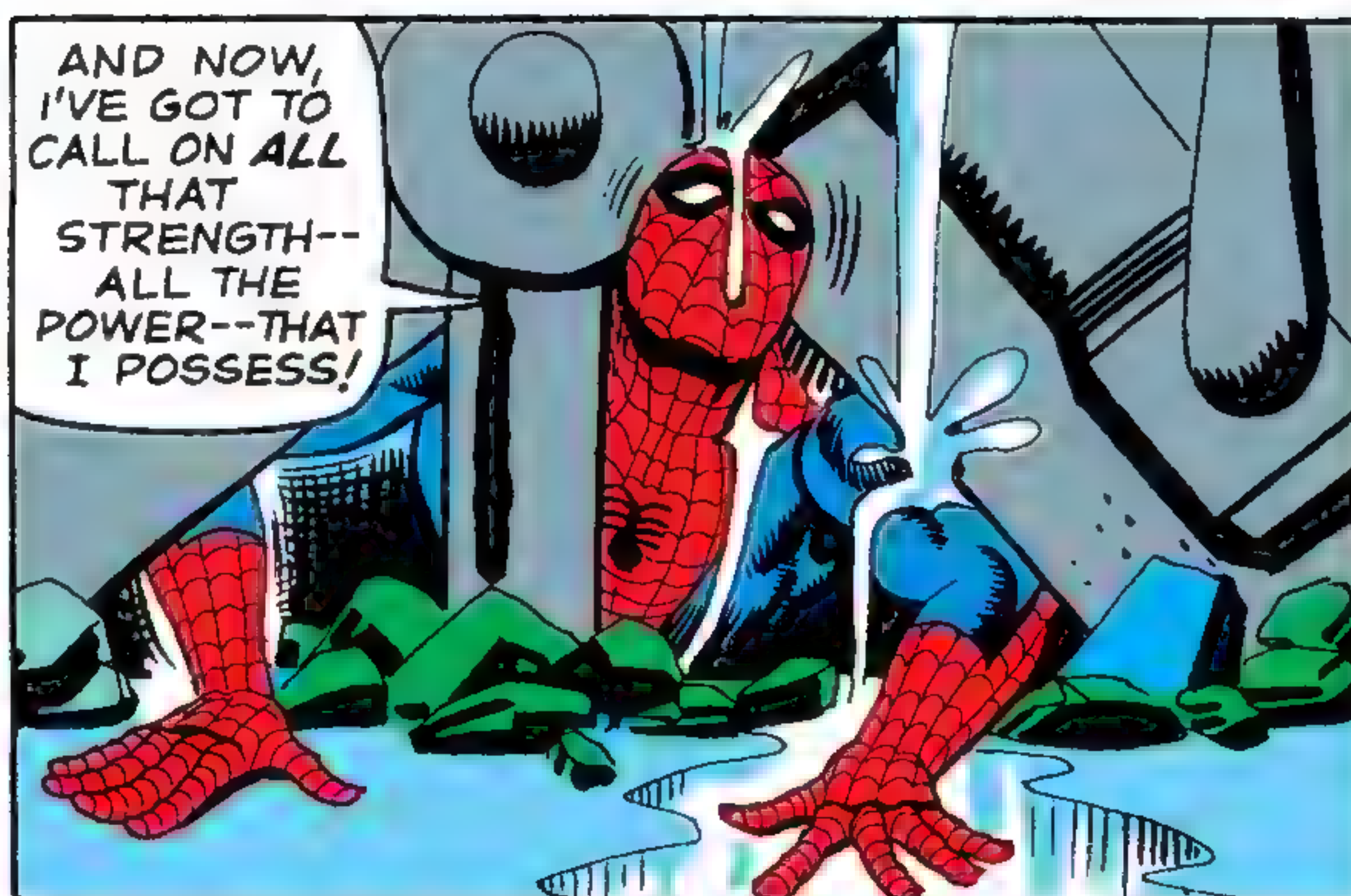
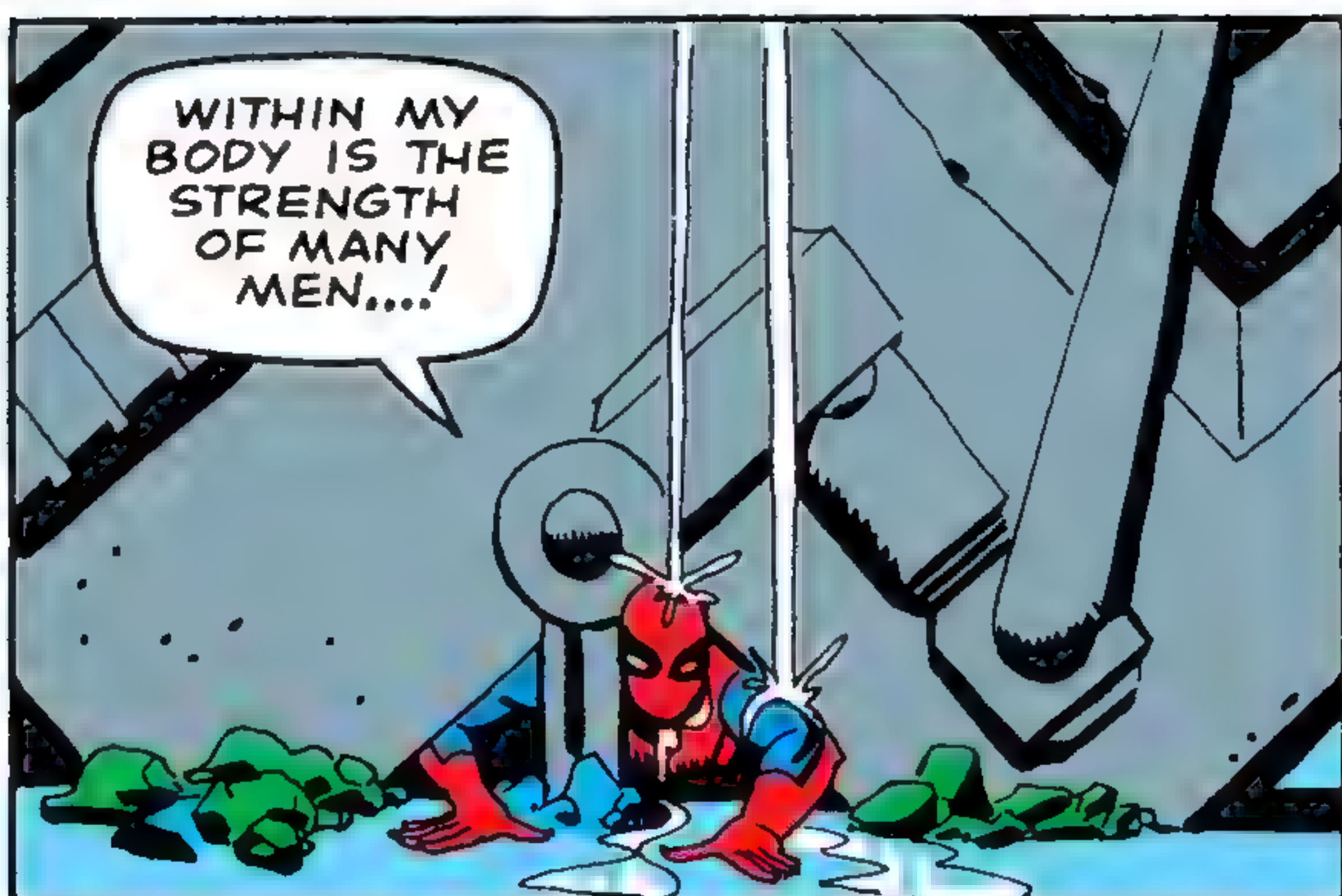
I'VE FAILED! JUST NOW--WHEN IT COUNTED THE MOST-- I'VE FAILED!

BUT, I CAN'T GIVE UP! I MUST KEEP TRYING! I MUST!!

POSSIBLY ONE OF THE MOST THOROUGHLY SATISFYING SPIDER-MAN SAGAS YOU HAVE EVER THRILLED TO!

SCRIPT AND EDITING:
STAN LEE
PLOT AND ILLUSTRATION:
STEVE DITKO
BORDERING AND LETTERING:
ARTIE SIMEK
READING AND ENJOYING:
THAT OL' WEB-SPINNER--
YOU!





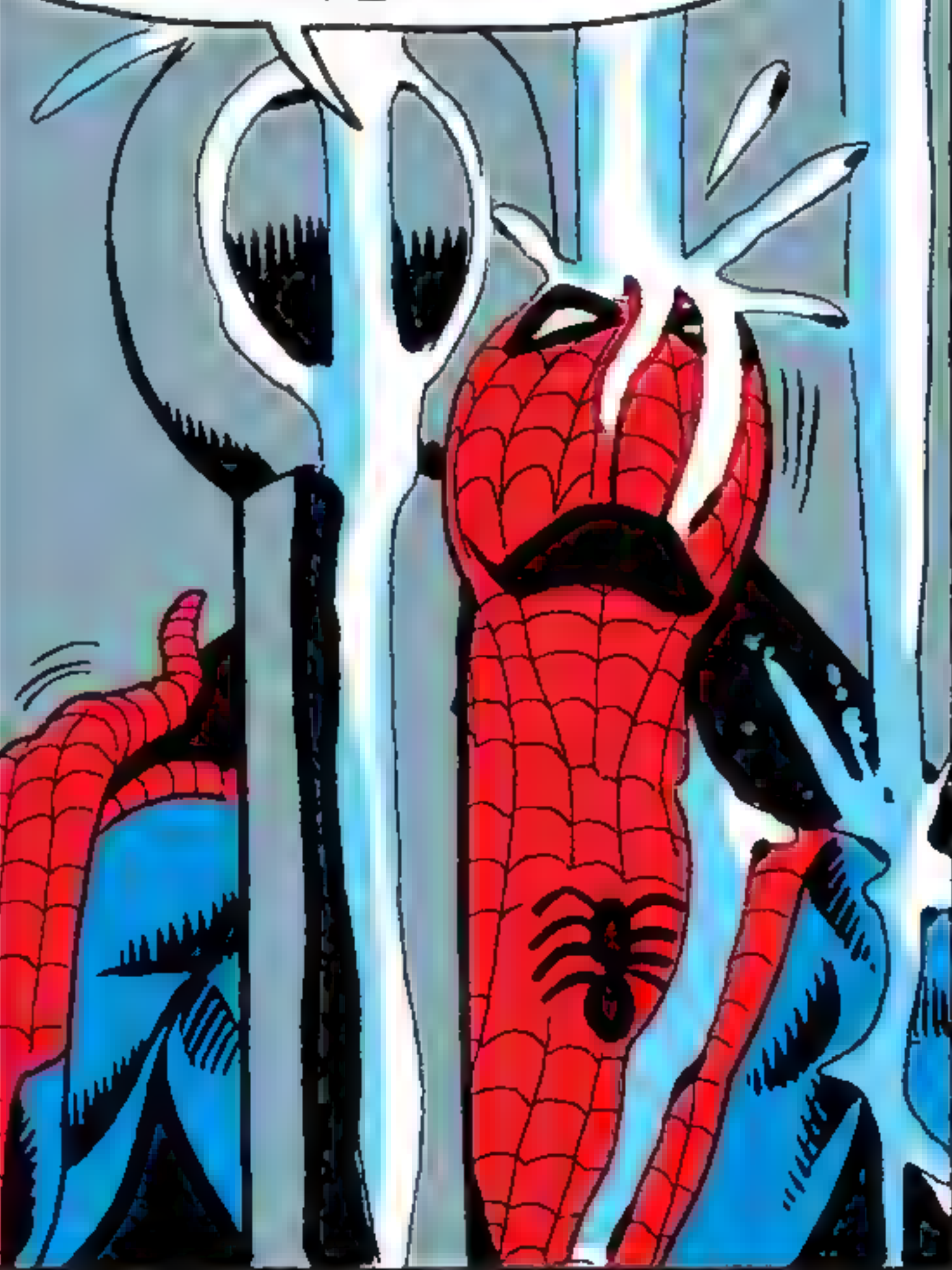
THE CRACK IN THE CEILING--
IT'S GROWING *WIDER*--GETTING
BIGGER EVERY SECOND!
I'LL NEVER MAKE IT--I CAN'T--!



NO! I DARE NOT GIVE
UP NOW! IF I CLOSE
MY EYES--I'LL GO
UNDER! MUST STAY
AWAKE--MUST CLEAR
MY HEAD! KEEP TRYING
--TRYING--!



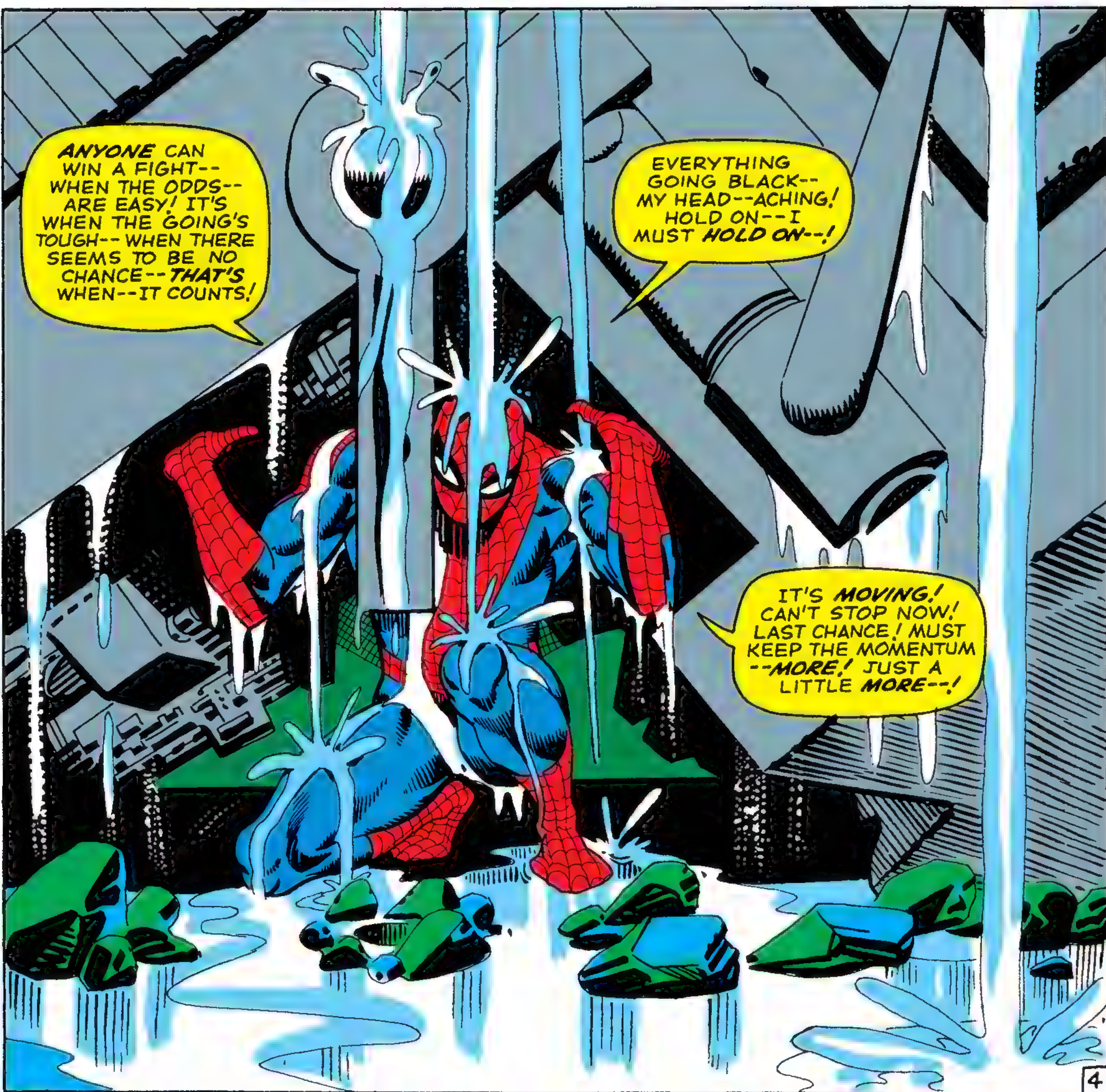
I'LL *DO* IT, AUNT MAY!
I WON'T FAIL YOU! NO
MATTER WHAT--I WON'T
FAIL--!



ANYONE CAN
WIN A FIGHT--
WHEN THE ODDS--
ARE EASY! IT'S
WHEN THE GOING'S
TOUGH--WHEN THERE
SEEMS TO BE NO
CHANCE--*THAT'S*
WHEN--IT COUNTS!

EVERYTHING
GOING BLACK--
MY HEAD--ACHING!
HOLD ON--I
MUST *HOLD ON*--!

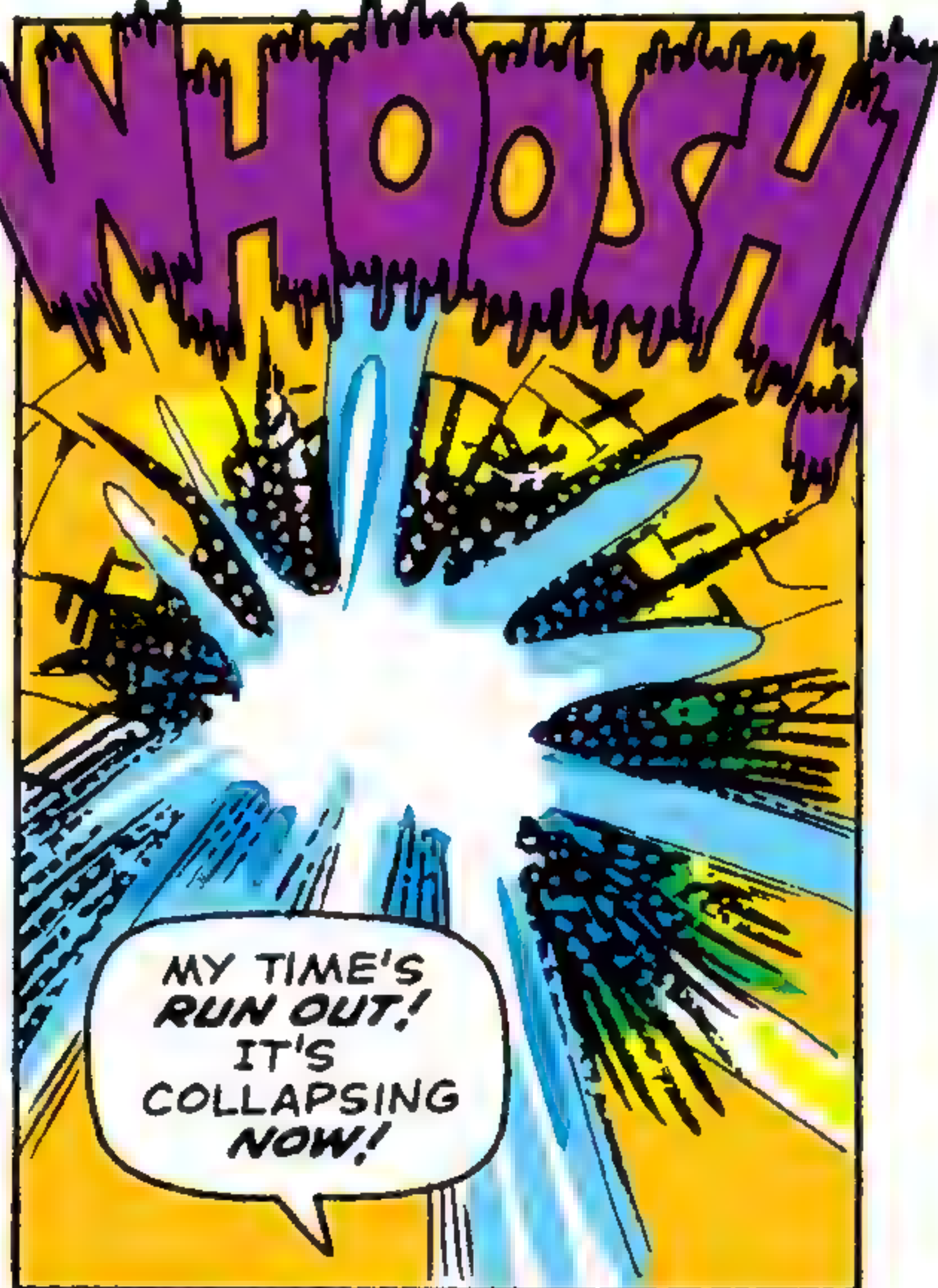
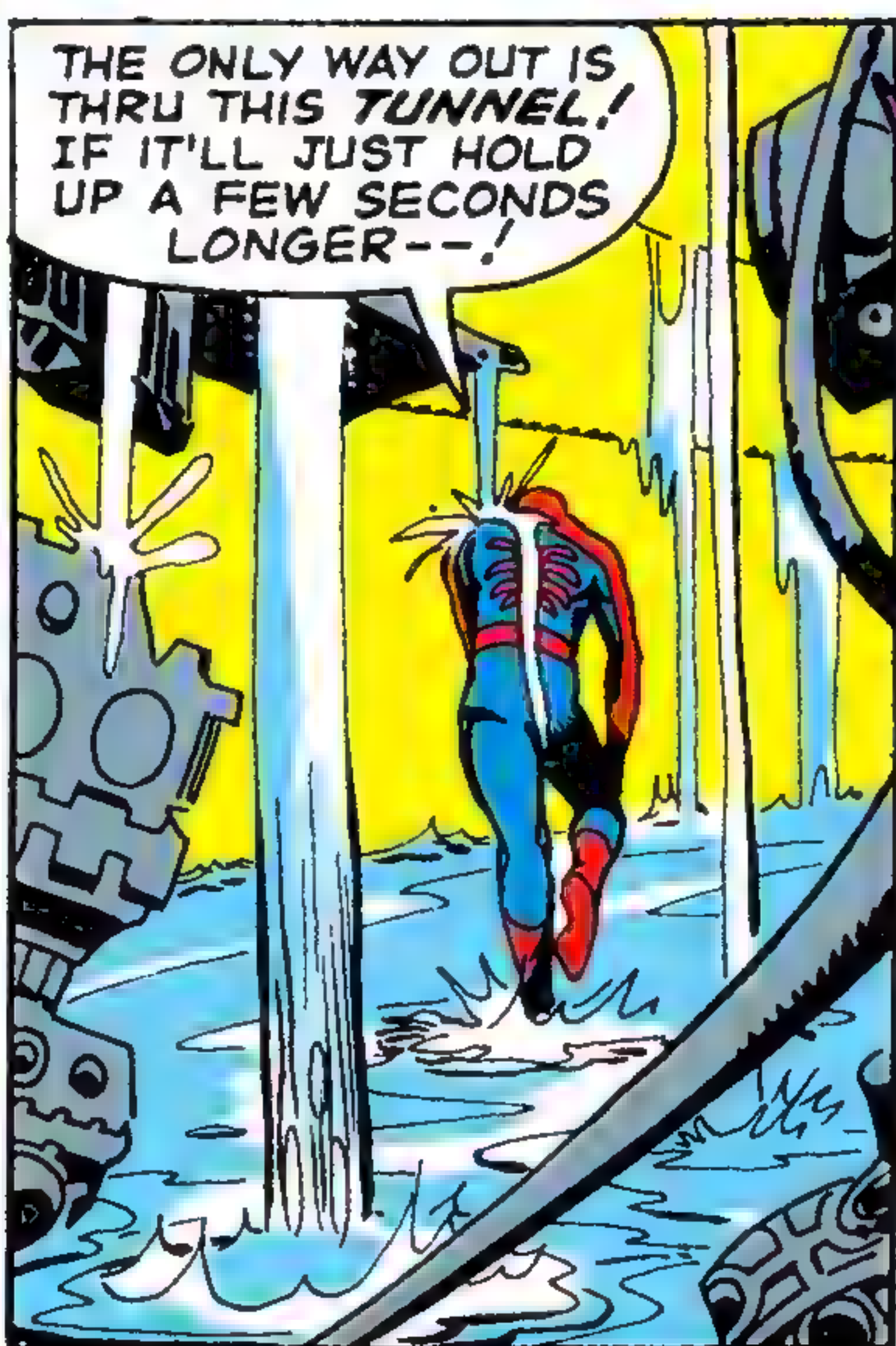
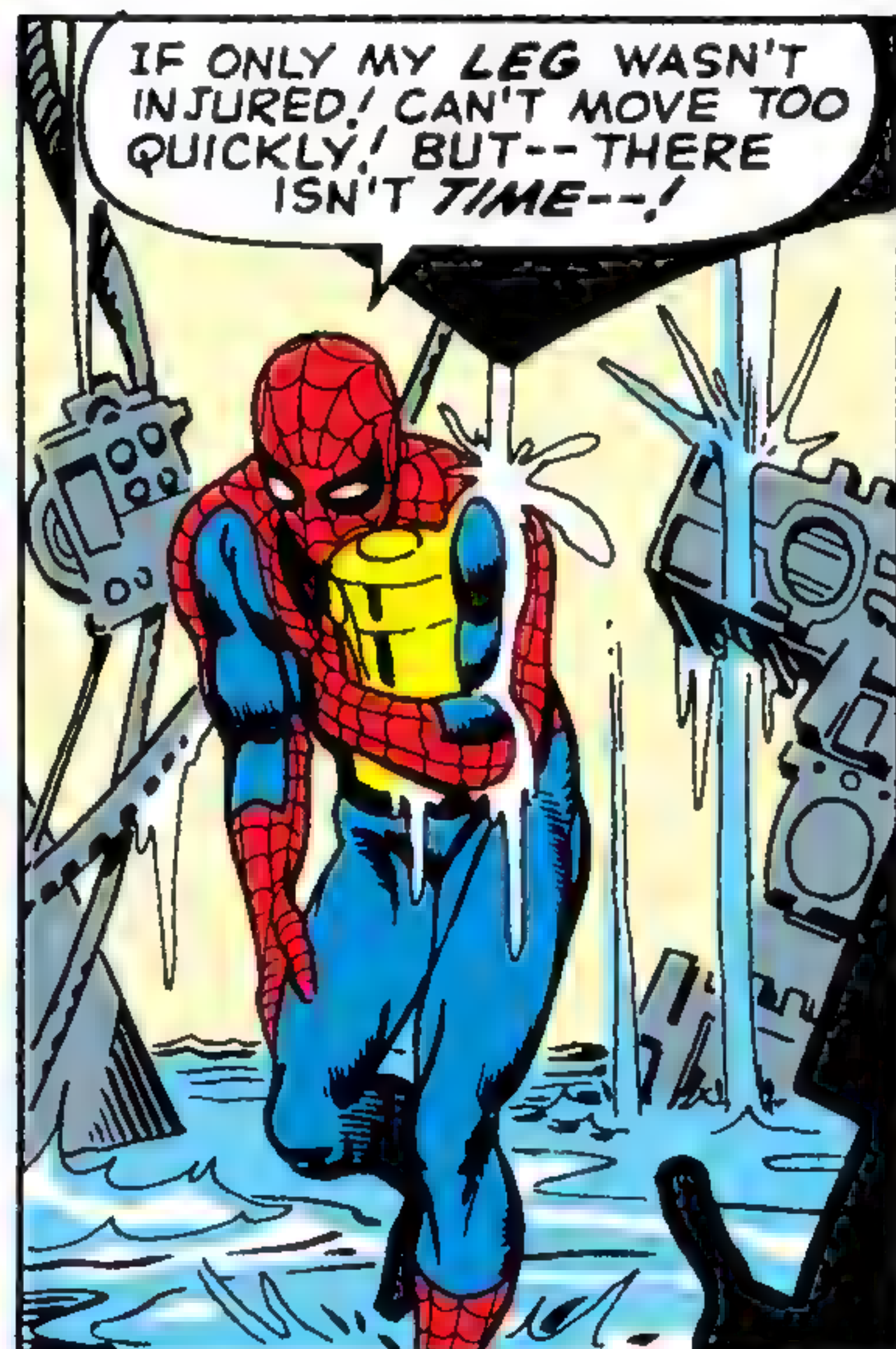
IT'S *MOVING*!
CAN'T STOP NOW!
LAST CHANCE! MUST
KEEP THE MOMENTUM
--*MORE*! JUST A
LITTLE *MORE*--!



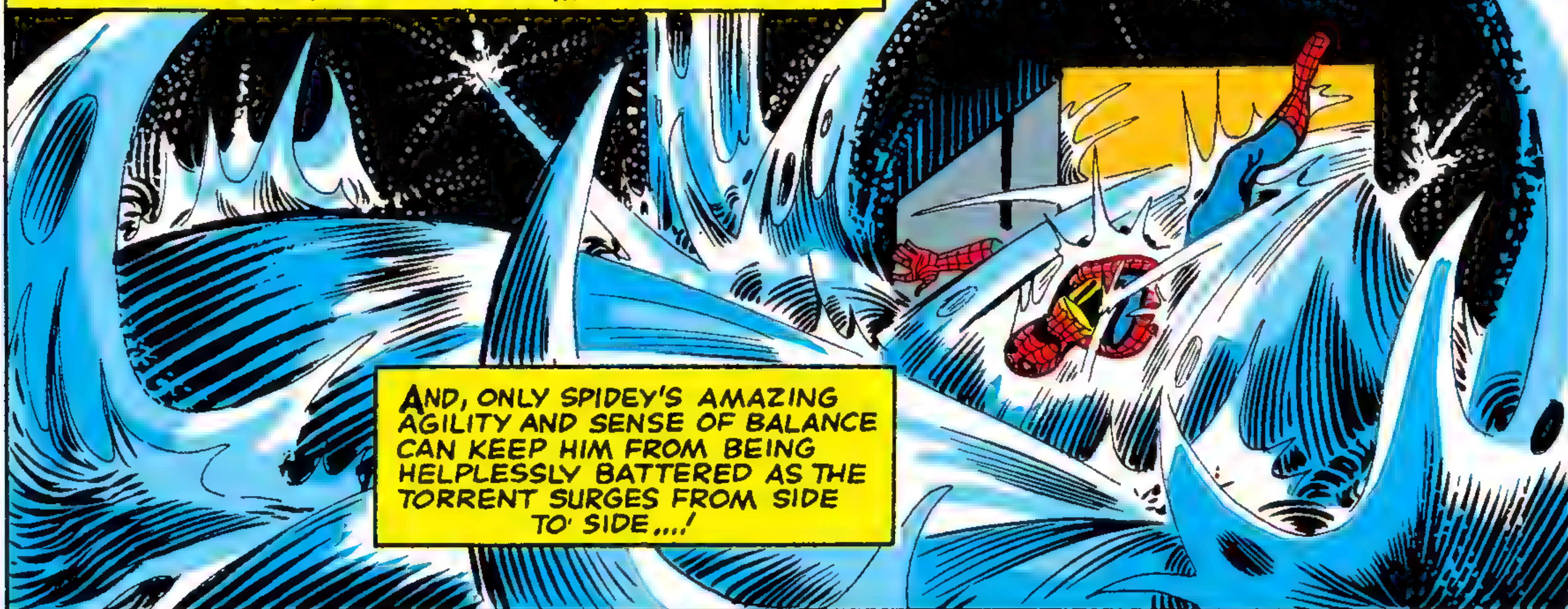
AND THEN-- AS THE AGONIZING ACHE IN HIS LIMBS
SEEMS UNENDURABLE -- AS HIS SUPERBLY
MUSCLED BODY SUFFERS THE TORMENT OF A
VIRTUALLY INDESCRIBABLE ORDEAL-- FROM OUT
OF THE PAIN-- FROM OUT OF THE AGONY-- COMES
TRIUMPH!

I DID IT!
I'M FREE!



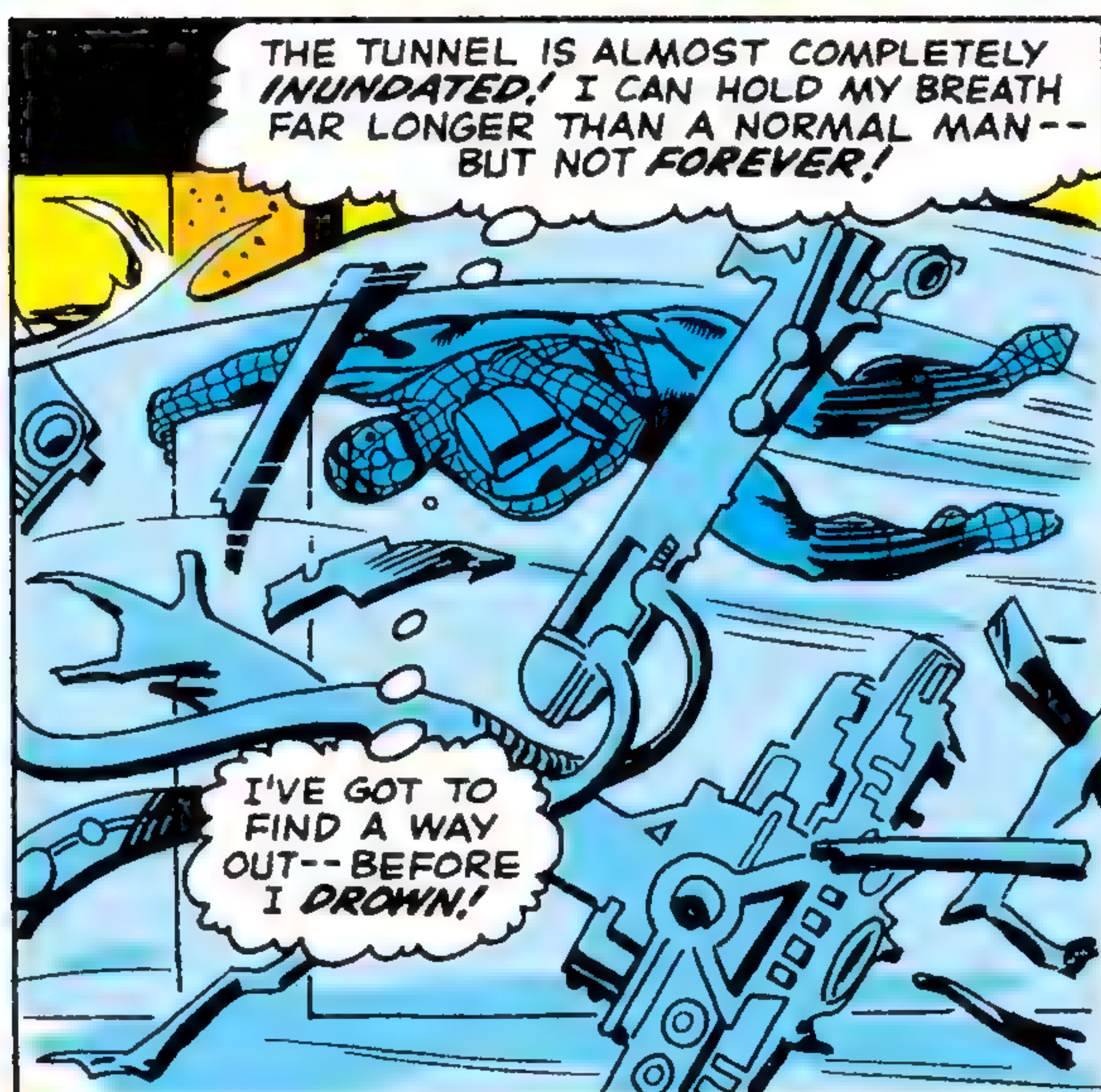


WITH SURGING, THUNDEROUS POWER, THE ONRUSHING DELUGE SWEEPS SPIDER-MAN ALONG THRU THE TUNNEL, AS IT HURTTLES ON ITS COURSE WITH A FORCE AND IMPACT SUCH AS ONLY NATURE HERSELF, IN ALL HER FURY, CAN UNLEASH...



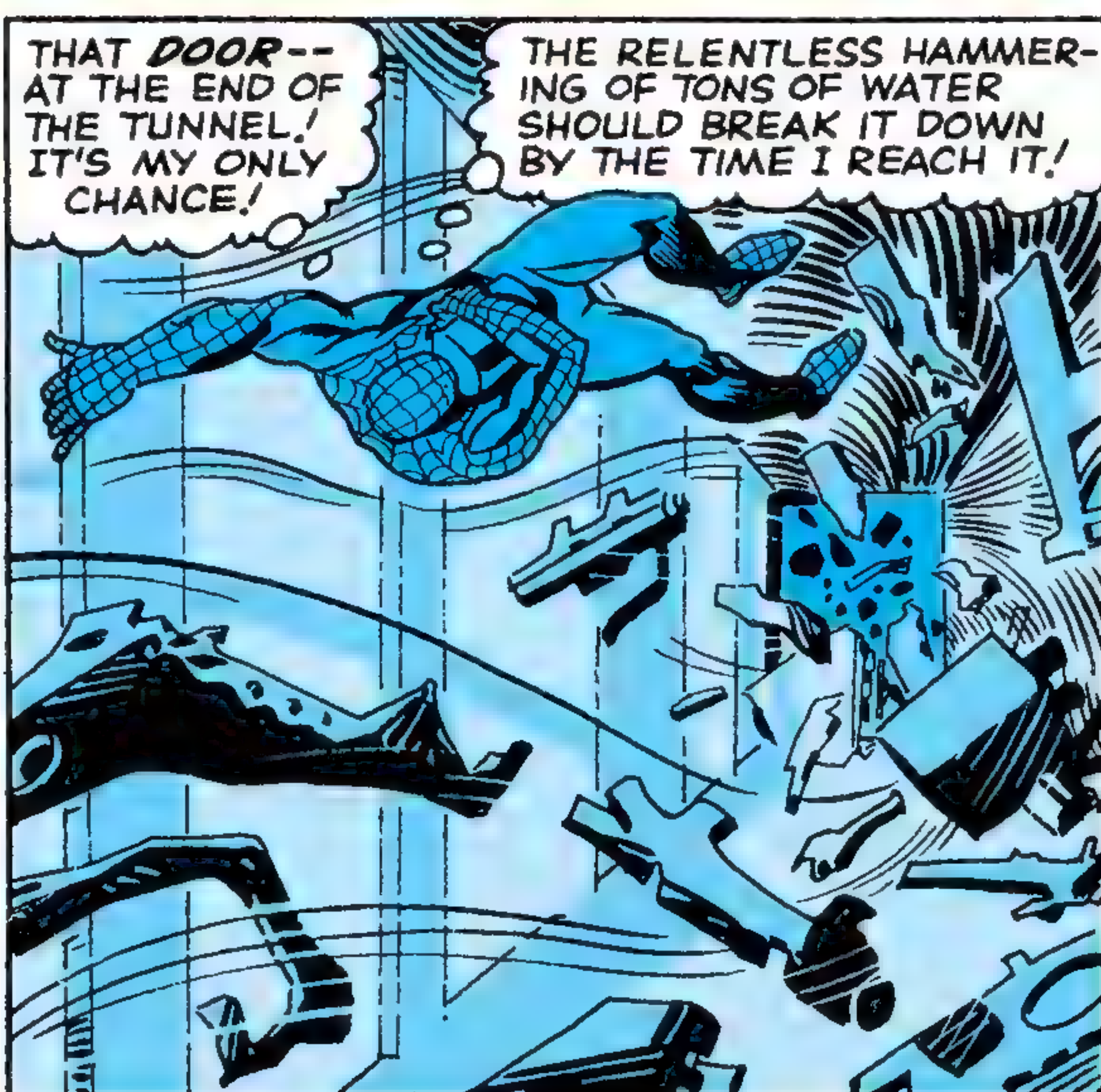
AND, ONLY SPIDEY'S AMAZING AGILITY AND SENSE OF BALANCE CAN KEEP HIM FROM BEING HELPLESSLY BATTERED AS THE TORRENT SURGES FROM SIDE TO SIDE...

THE TUNNEL IS ALMOST COMPLETELY INUNDATED! I CAN HOLD MY BREATH FAR LONGER THAN A NORMAL MAN-- BUT NOT FOREVER!



I'VE GOT TO FIND A WAY OUT-- BEFORE I DROWN!

THAT DOOR-- AT THE END OF THE TUNNEL! IT'S MY ONLY CHANCE!



THE RELENTLESS HAMMERING OF TONS OF WATER SHOULD BREAK IT DOWN, BY THE TIME I REACH IT!

MUSTN'T GET CARELESS NOW! HAVE TO KEEP SWERVING--DODGING-- AVOIDING THE WRECKAGE WHICH COULD TANGLE ME UP!



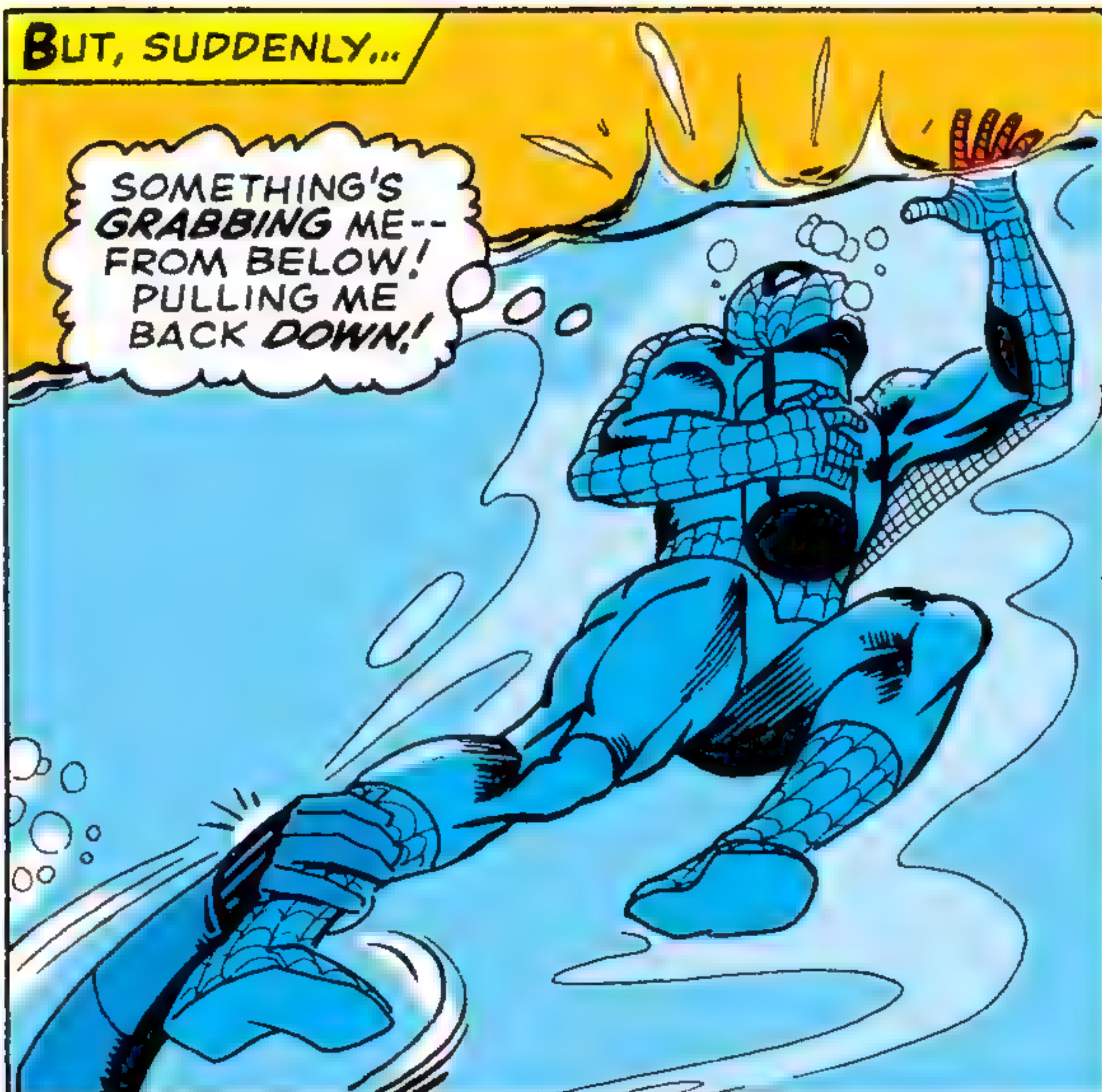
AND THEN, SECONDS LATER...

I'M THRU! THERE'S AIR TO BREATHE! AIR!



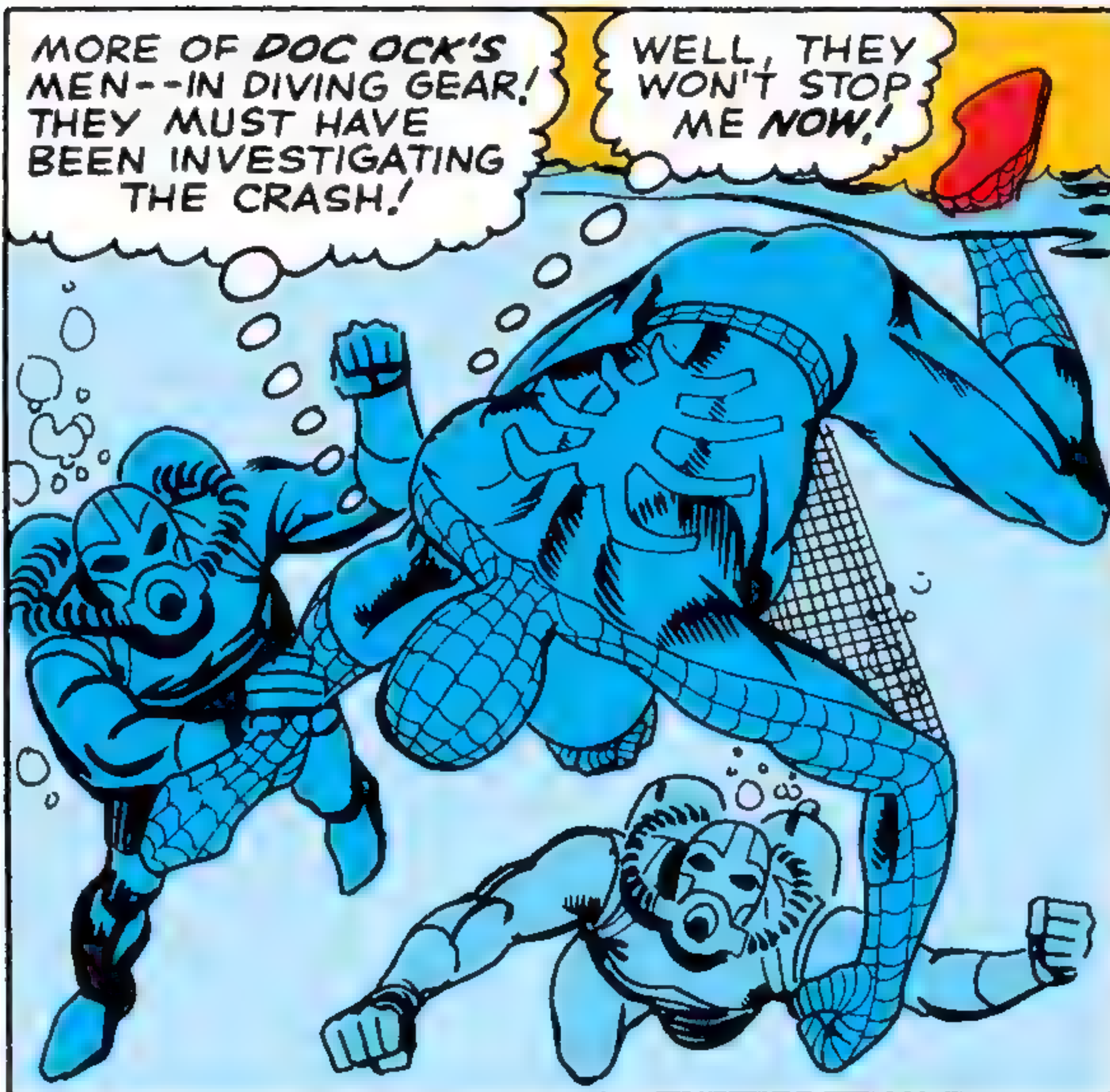
BUT, SUDDENLY...

SOMETHING'S GRABBING ME-- FROM BELOW! PULLING ME BACK DOWN!



MORE OF DOC OCK'S MEN--IN DIVING GEAR! THEY MUST HAVE BEEN INVESTIGATING THE CRASH!

WELL, THEY WON'T STOP ME NOW!



NO MATTER HOW TIRED I AM, I CAN STILL OUT-FIGHT THEM!

ONCE THEIR AIR HOSES ARE RIPPED OFF, THEY'LL HAVE TO HEAD FOR THE SURFACE!



THERE! THAT TAKES CARE OF THAT! THEY CAN'T HOLD THEIR BREATH AS LONG AS I!



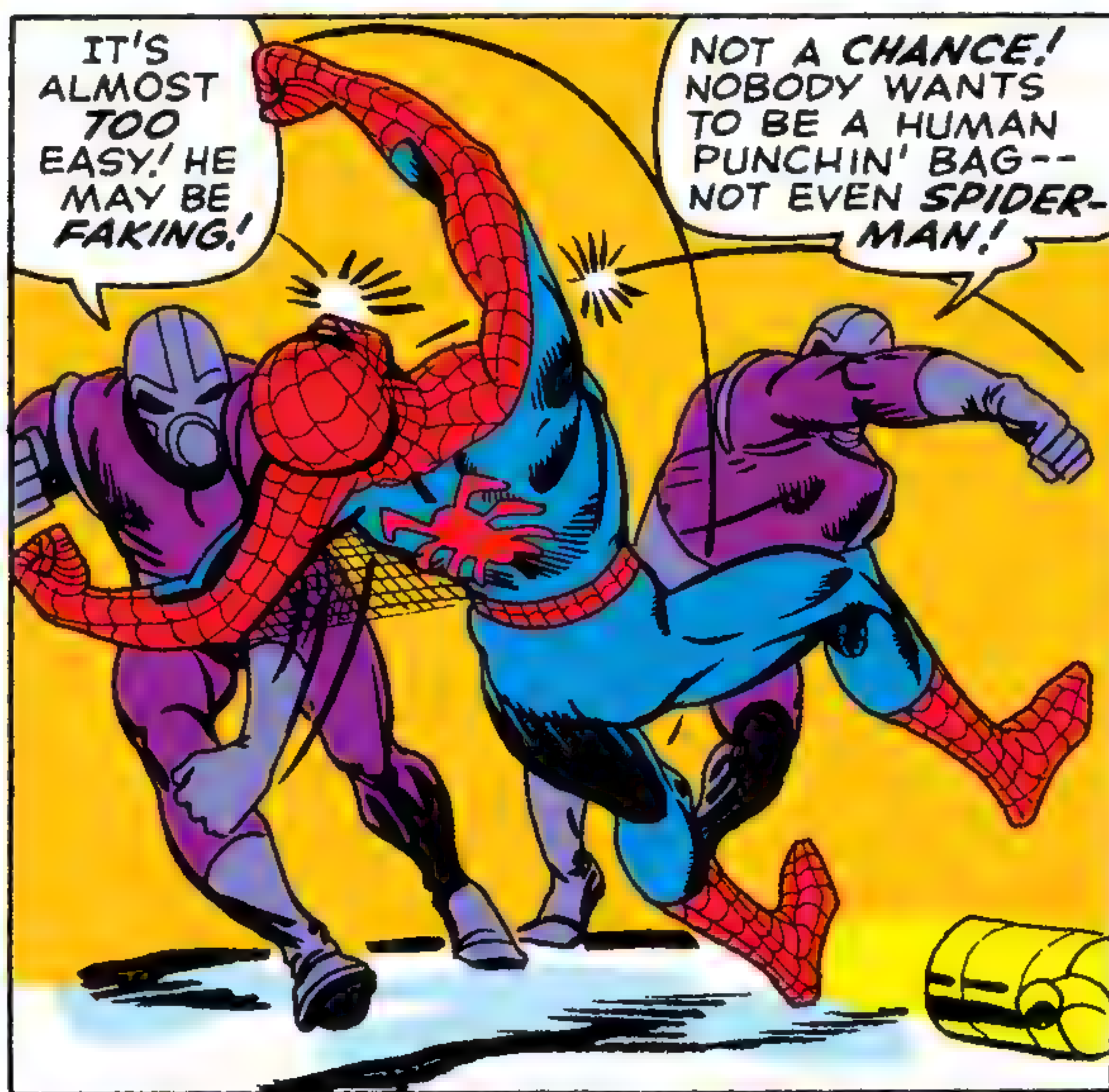
BUT, WHEN THE HARD-PRESSED YOUTH FINALLY CLIMBS TO SAFETY, HE REALIZES THAT HIS ORDEAL IS STILL FAR FROM OVER--!

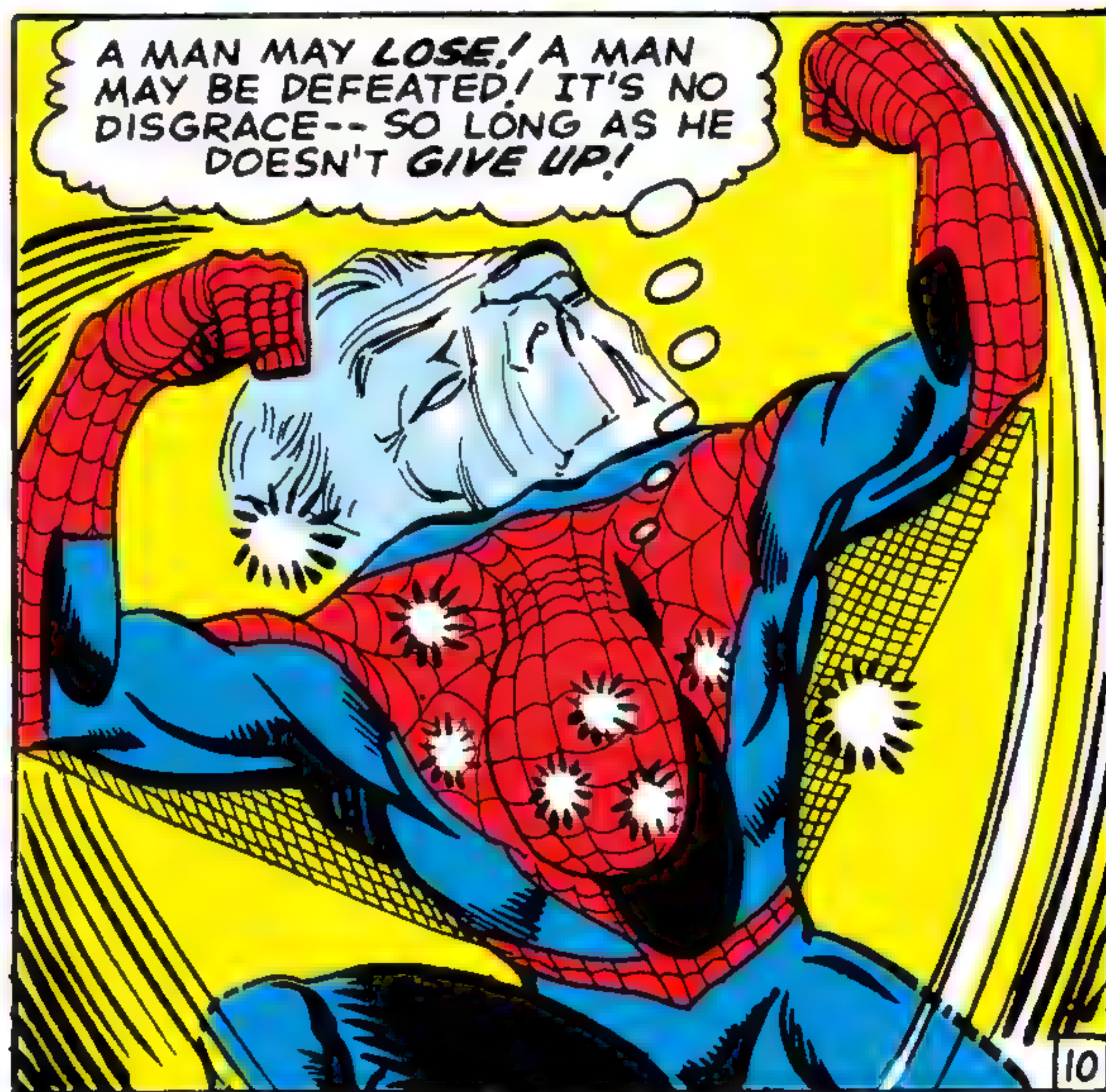
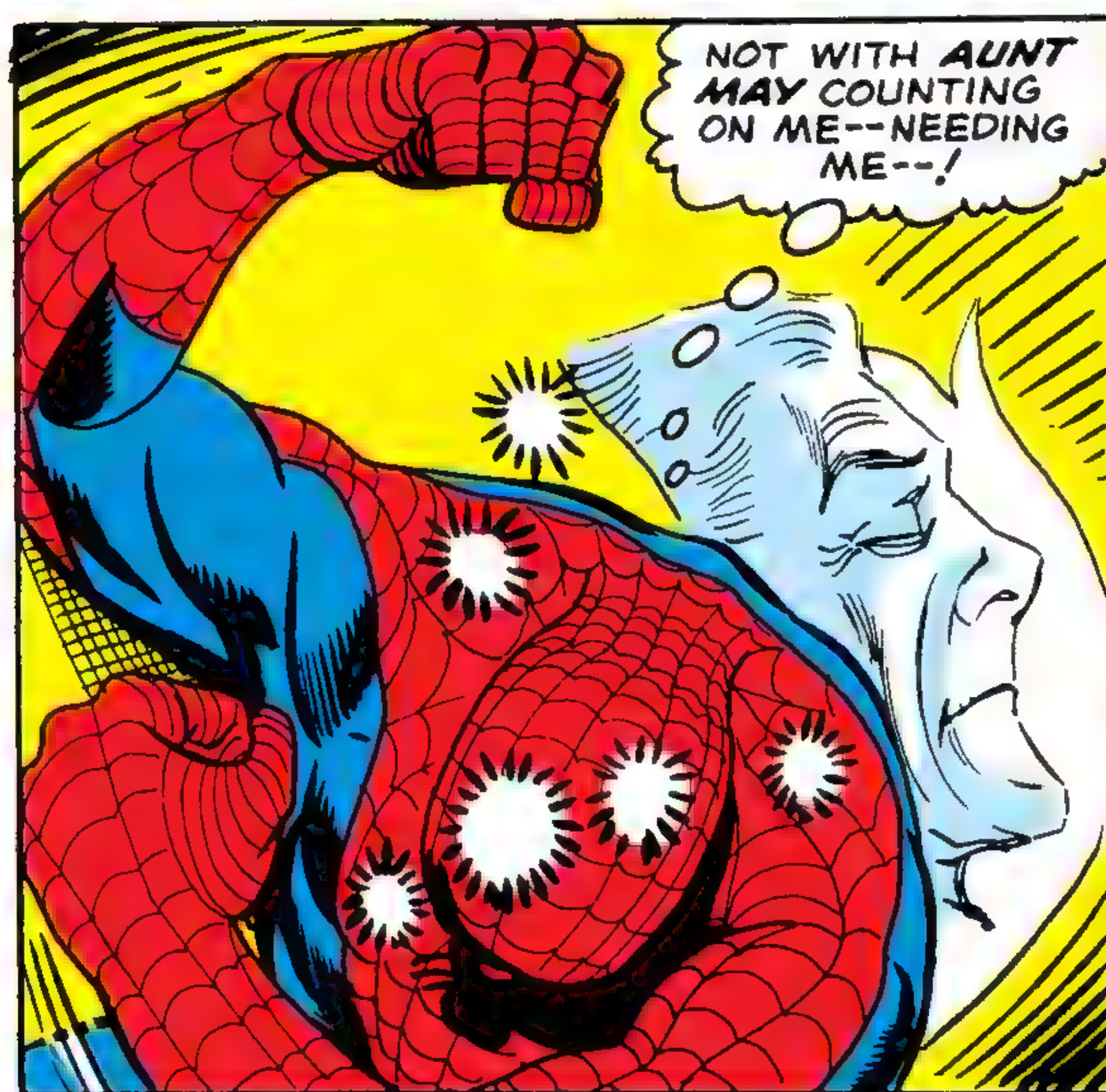
MORE OF THEM-- WAITING FOR ME!

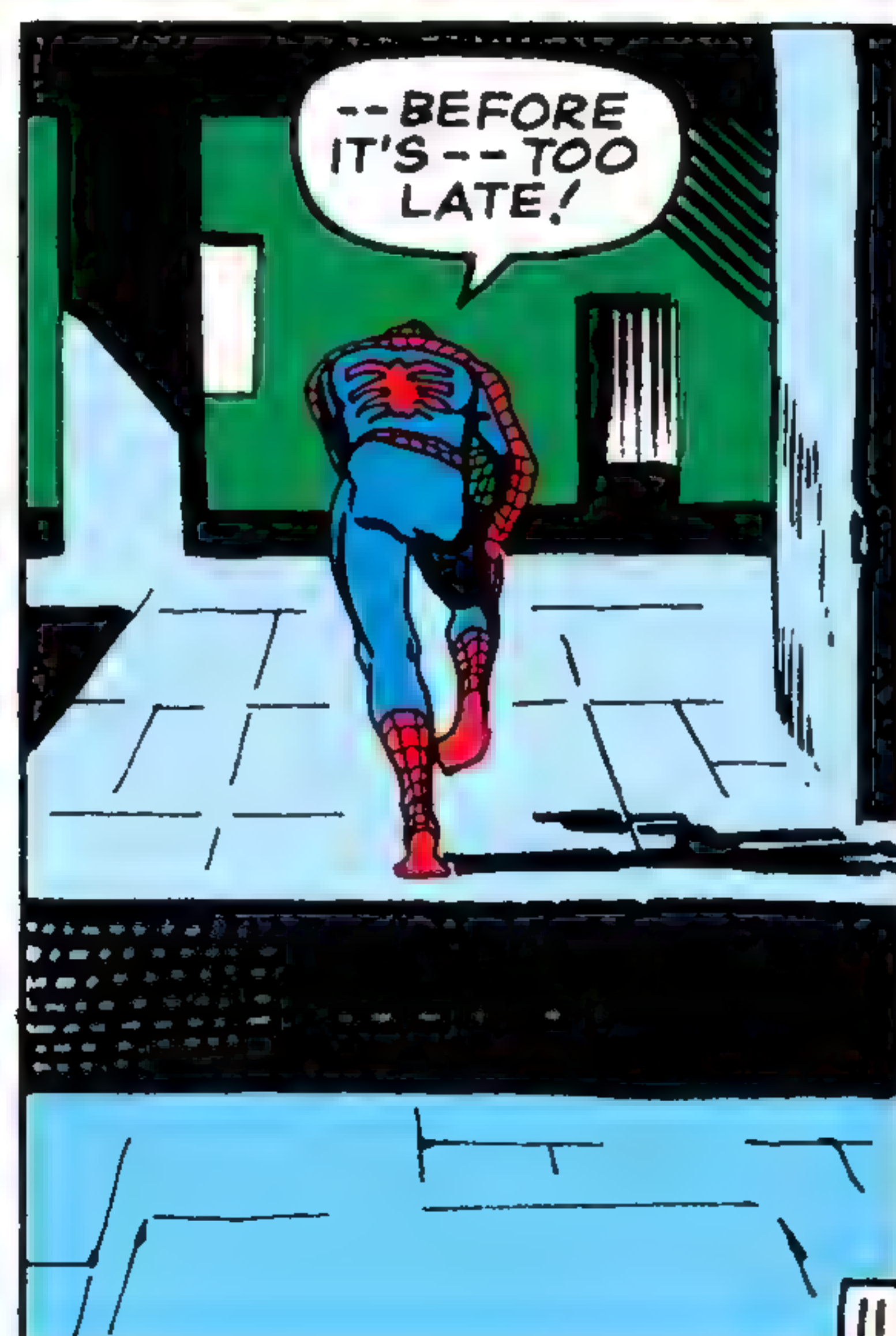
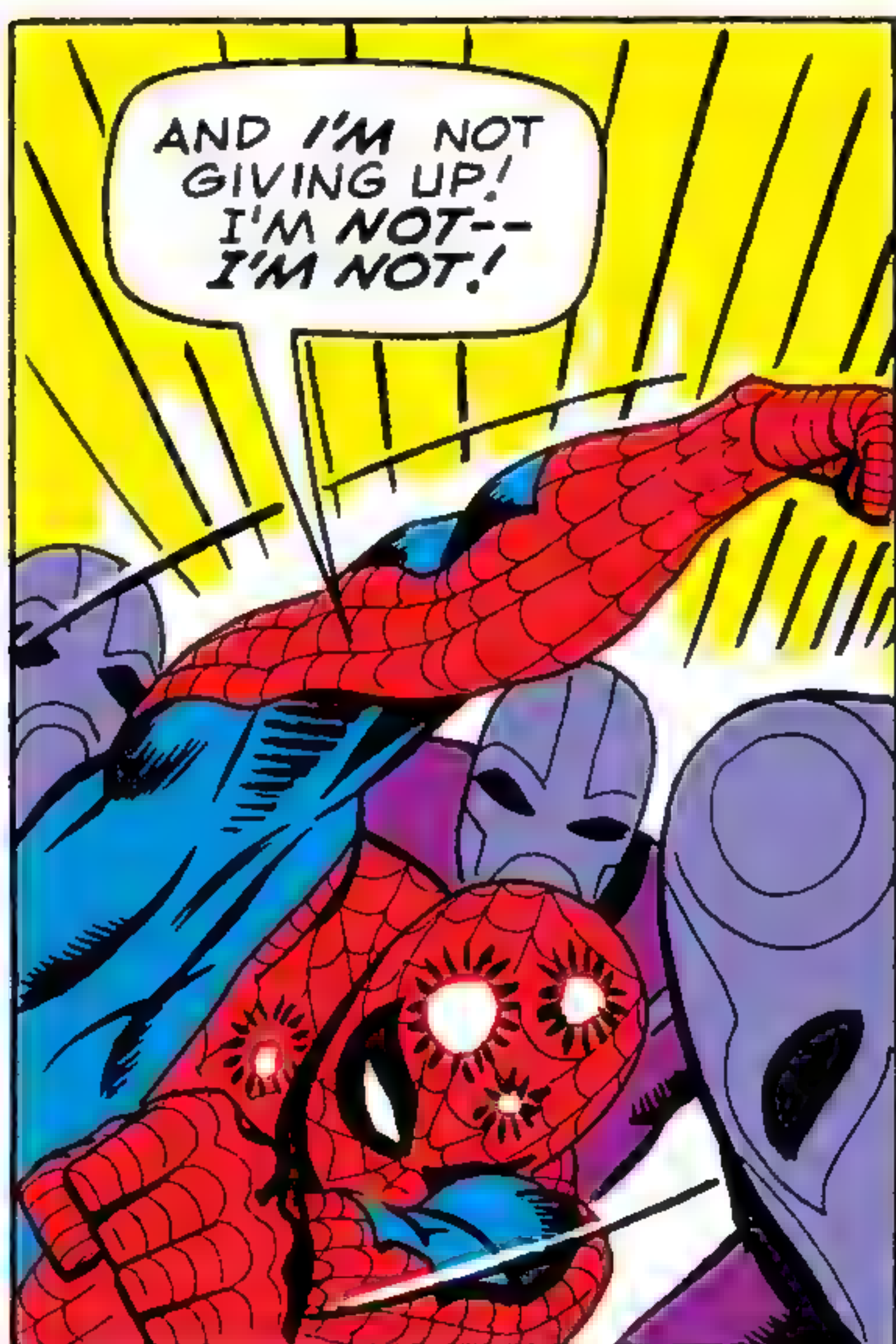
WE KNEW YOU'D SHOW UP HERE, SPIDER-MAN! IT'S THE ONLY WAY OUT OF THIS PLACE!



BUT, THE ONLY WAY TO REACH THE EXIT IS TO FIGHT YOUR WAY THRU US!







AND SO--A SHORT TIME LATER-- AT THE LABORATORY OF DR. CONNORS, WE FIND...

SPIDER-MAN! YOU GOT THE SERUM!

IT'S ALL I NEED TO FINISH THE TEST! EVERYTHING ELSE IS ALL CHECKED OUT AND READY FOR PROCESSING!

I--KNEW I COULD--COUNT ON YOU!

YOU'RE SO **BREATHLESS!** DID YOU HAVE ANY **TROUBLE?** IS ANYTHING **WRONG?**

I'LL TELL YOU --ABOUT IT-- SOME TIME! RIGHT NOW, HERE'S THE SERUM! LET'S NOT WASTE A MINUTE!

THERE'S ONE OTHER THING I'VE GOT TO DO --WHEN HE'S NOT LOOKING!

I'VE GOT TO TAKE A SAMPLE OF MY OWN **SPIDER-MAN** BLOOD WHICH GAVE ME MY POWERS WHEN I WAS FIRST BITTEN BY THAT RADIO-ACTIVE SPIDER!

IT WILL BE NEEDED FOR **COMPARISON--** TO SEE IF DR. CONNORS' SERUM REALLY CAN STOP THE DETERIORATION OF AUNT MAY'S BLOOD!

THERE! I'LL SLIP IT IN MY BELT TILL IT'S NEEDED! HE WON'T KNOW WHERE IT CAME FROM!

THEN, AS THE MASKED ADVENTURER TURNS TO HIS NEW-FOUND ALLY ONCE MORE...

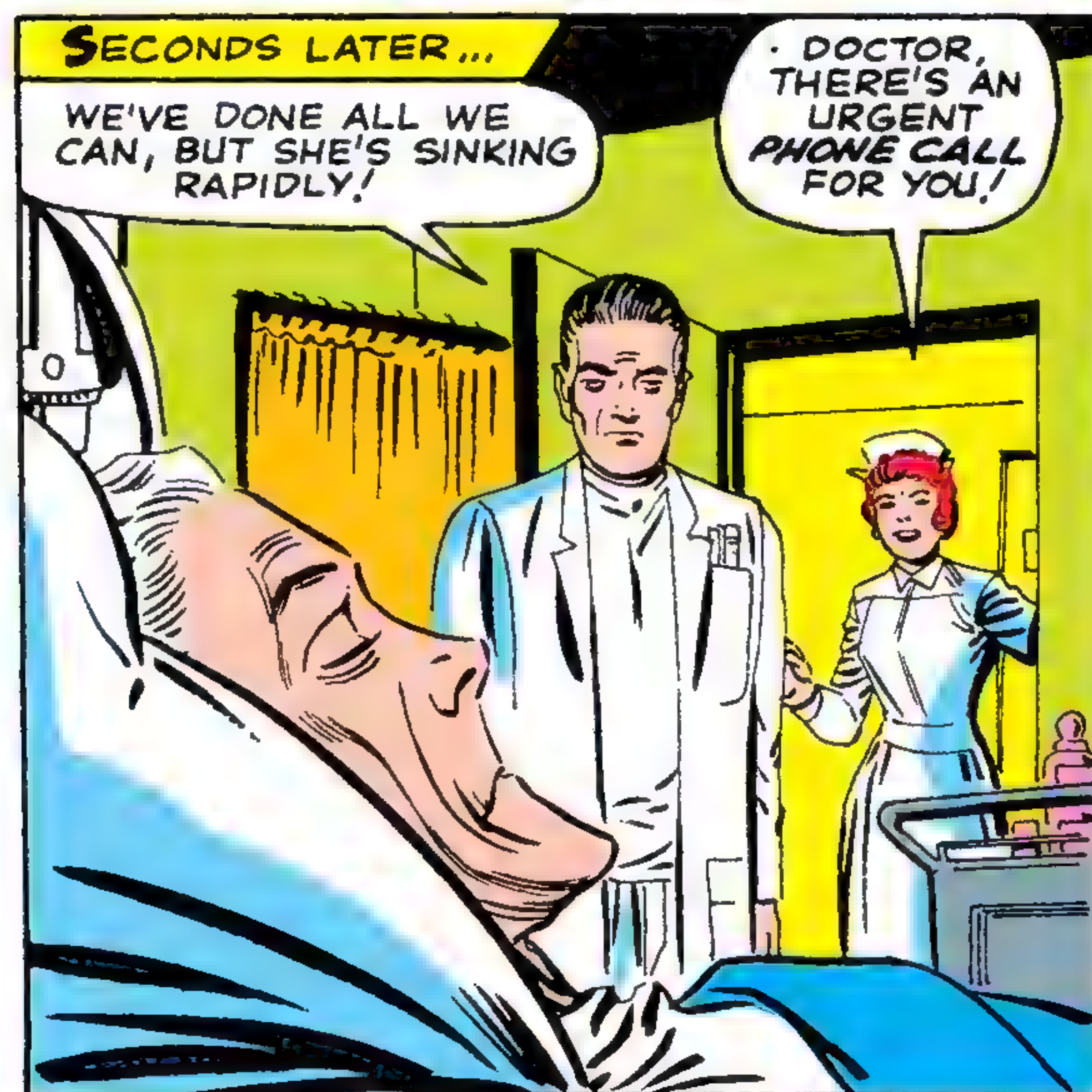
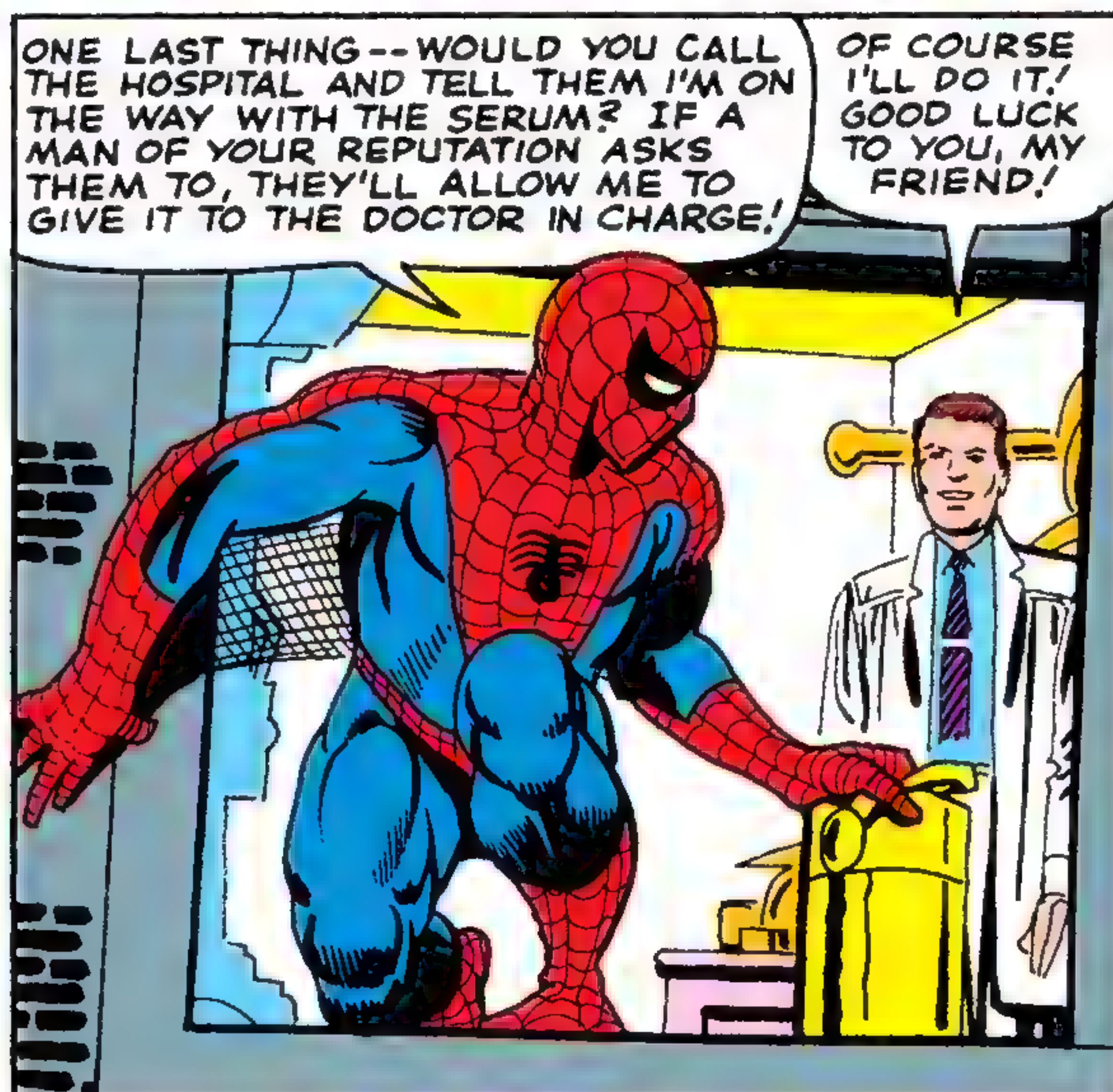
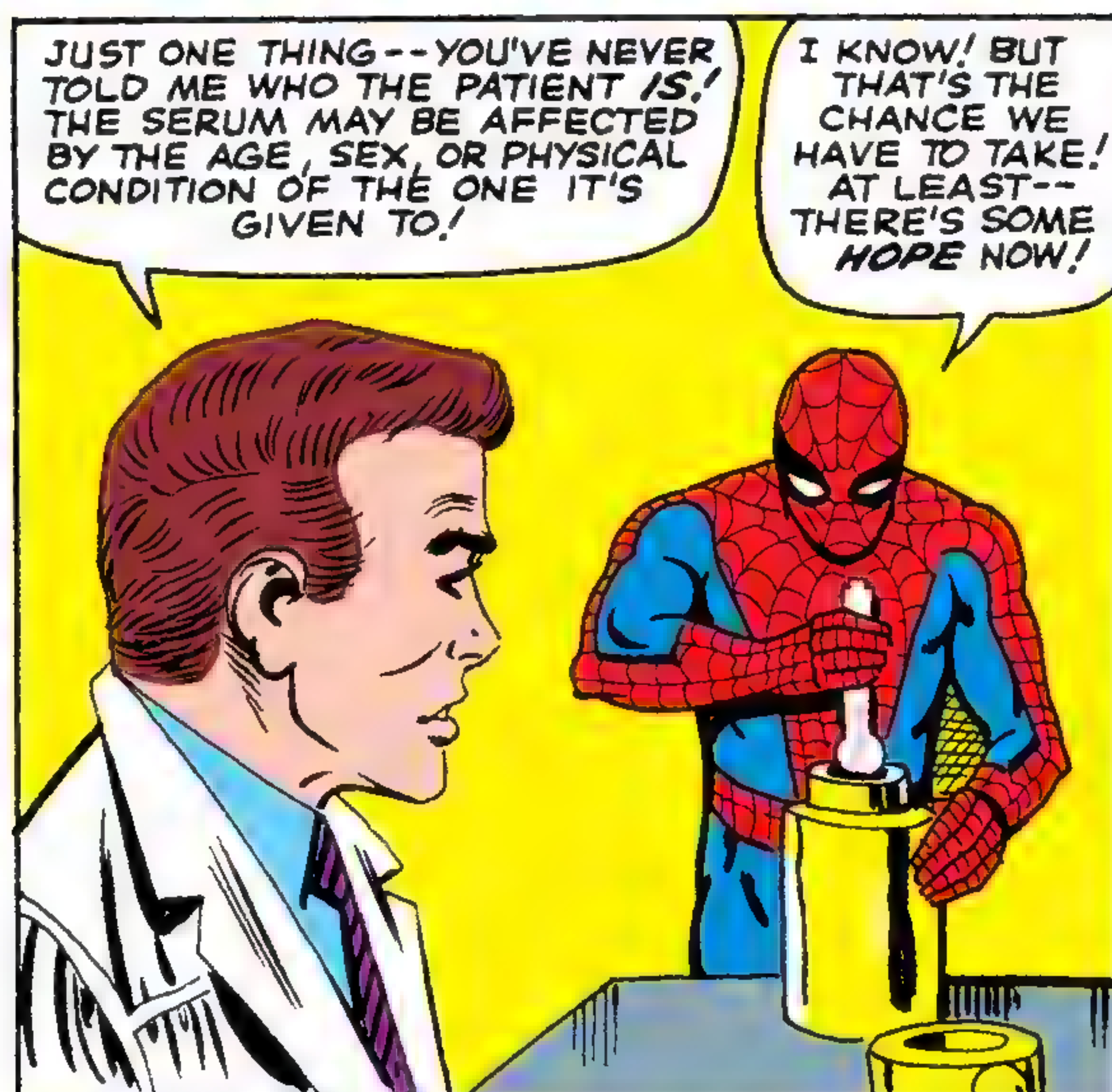
SO FAR, SO GOOD! I'M GETTING JUST THE REACTION I EXPECTED!

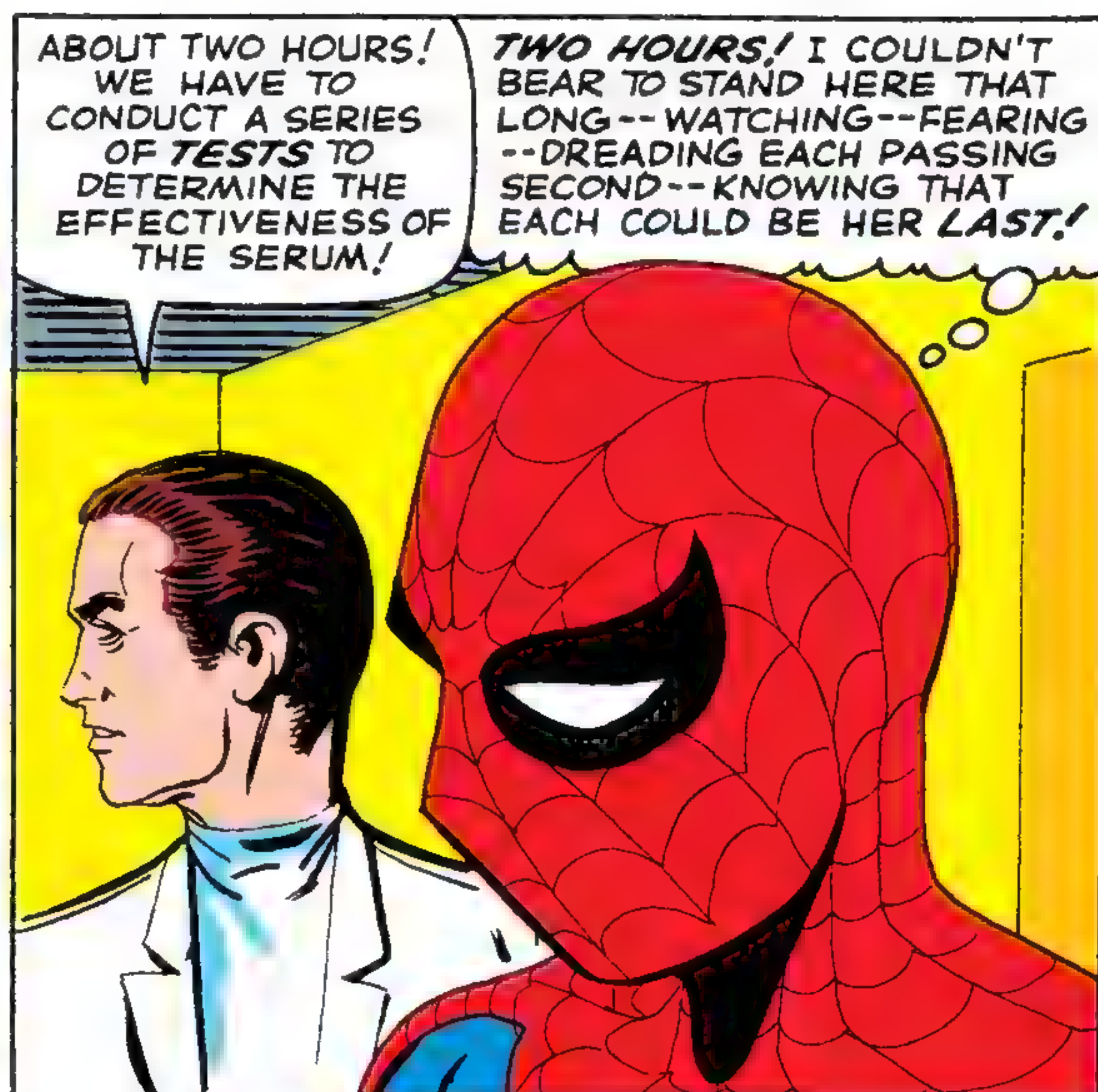
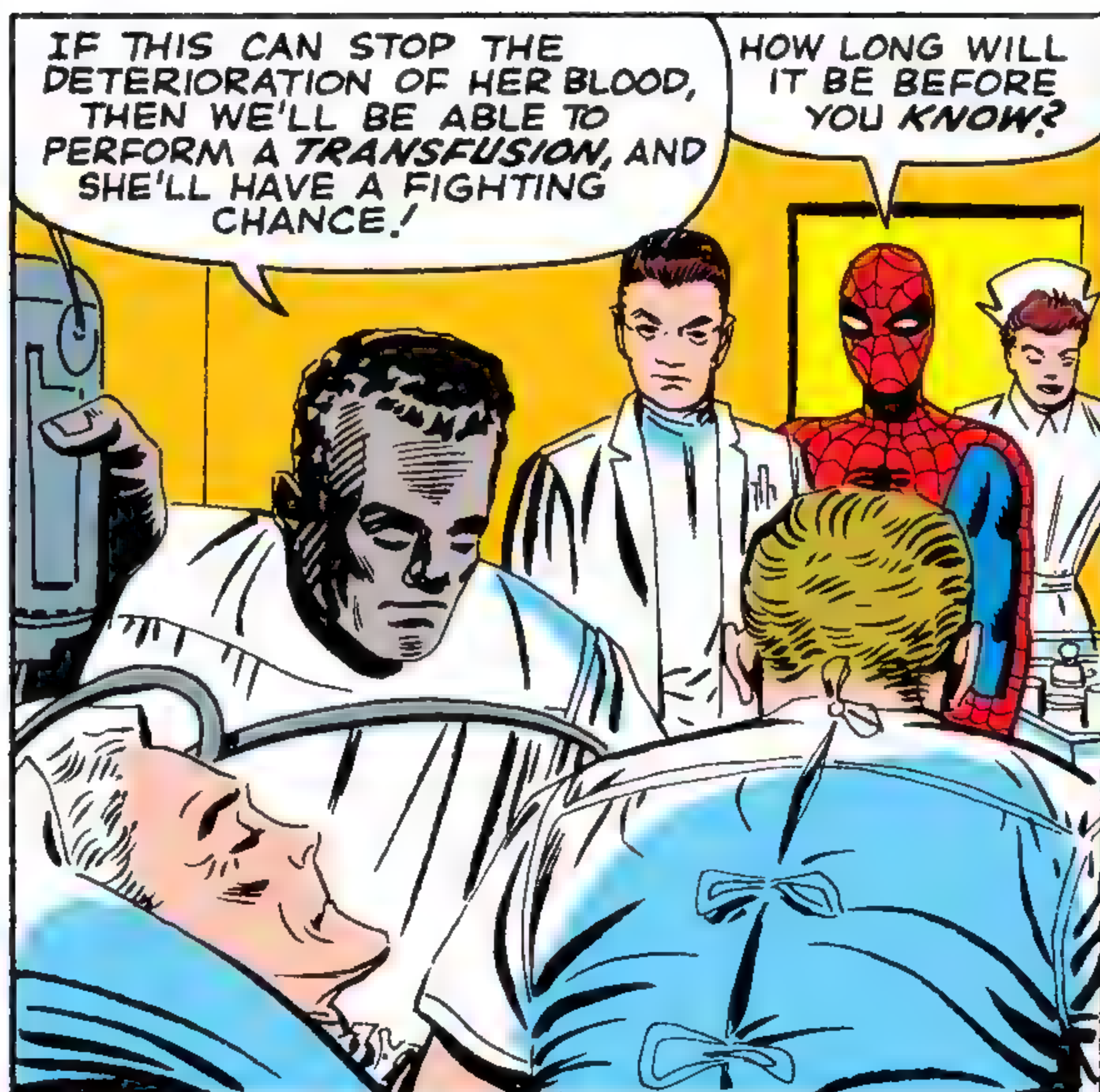
THEN THERE'S ONLY ONE MORE THING TO DO!

WAIT! WHAT ARE YOU **DOING?**

IT'S ALL RIGHT! I JUST WANT TO TEST IT ON THIS BLOOD SAMPLE!

WHAT BLOOD SAMPLE?





MINUTES LATER, AT THE OFFICES OF THE **DAILY BUGLE**, CRIME REPORTER **FREDERICK FOSWELL** GETS AN URGENT CALL...

WHO? DID YOU SAY **SPIDER-MAN**?? YOU WANT ME TO MEET YOU--RIGHT AWAY?

YOU'VE GOT A TIP FOR ME?!!--I'M ON MY WAY!!



BETTER HOLD THE FRONT PAGE FOR AN **EXTRA**, MR. JAMESON! I'M ON MY WAY TO GET A SCOOP FROM **SPIDER-MAN**!

AN **EXTRA**!! MUSIC TO MY EARS!!



I CAN HEAR THE MONEY ROLLING IN NOW! MAYBE THAT BLASTED WEB-SPINNER'S IN JAIL--OR **WORSE**-- IF I'M LUCKY! OH, WHAT A BEAUTIFUL DAY THIS IS!

MR. JAMESON! YOU'RE **SMILING**! IS ANYTHING WRONG?



THEN, ON A STREET NEAR THE WATERFRONT...

SLOW DOWN, FOSWELL! YOU'LL LAST LONGER!

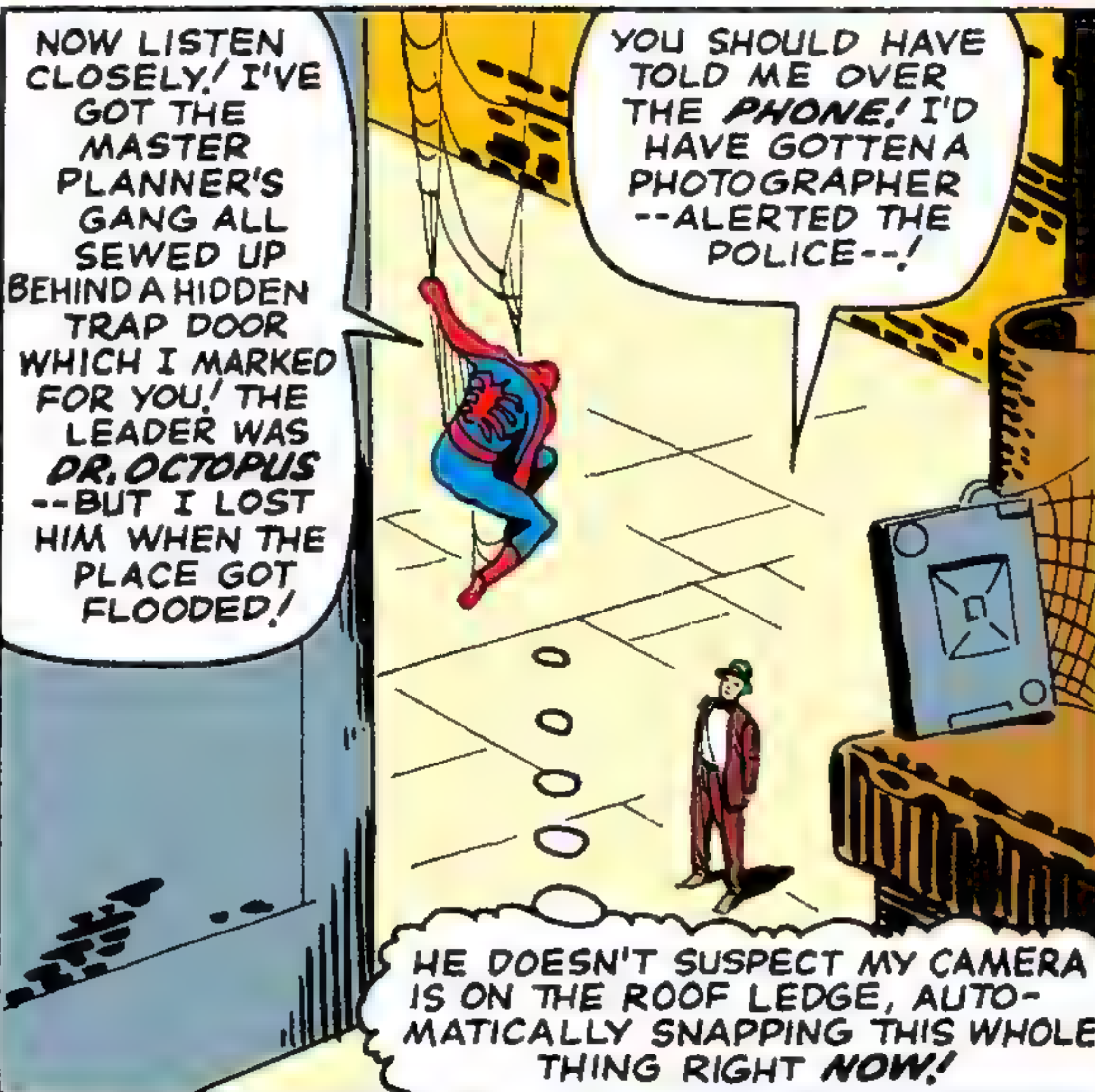
YOU!! WHAT ARE YOU DOING UP THERE?

NOTHIN' MUCH! JUST HANGIN' AROUND!



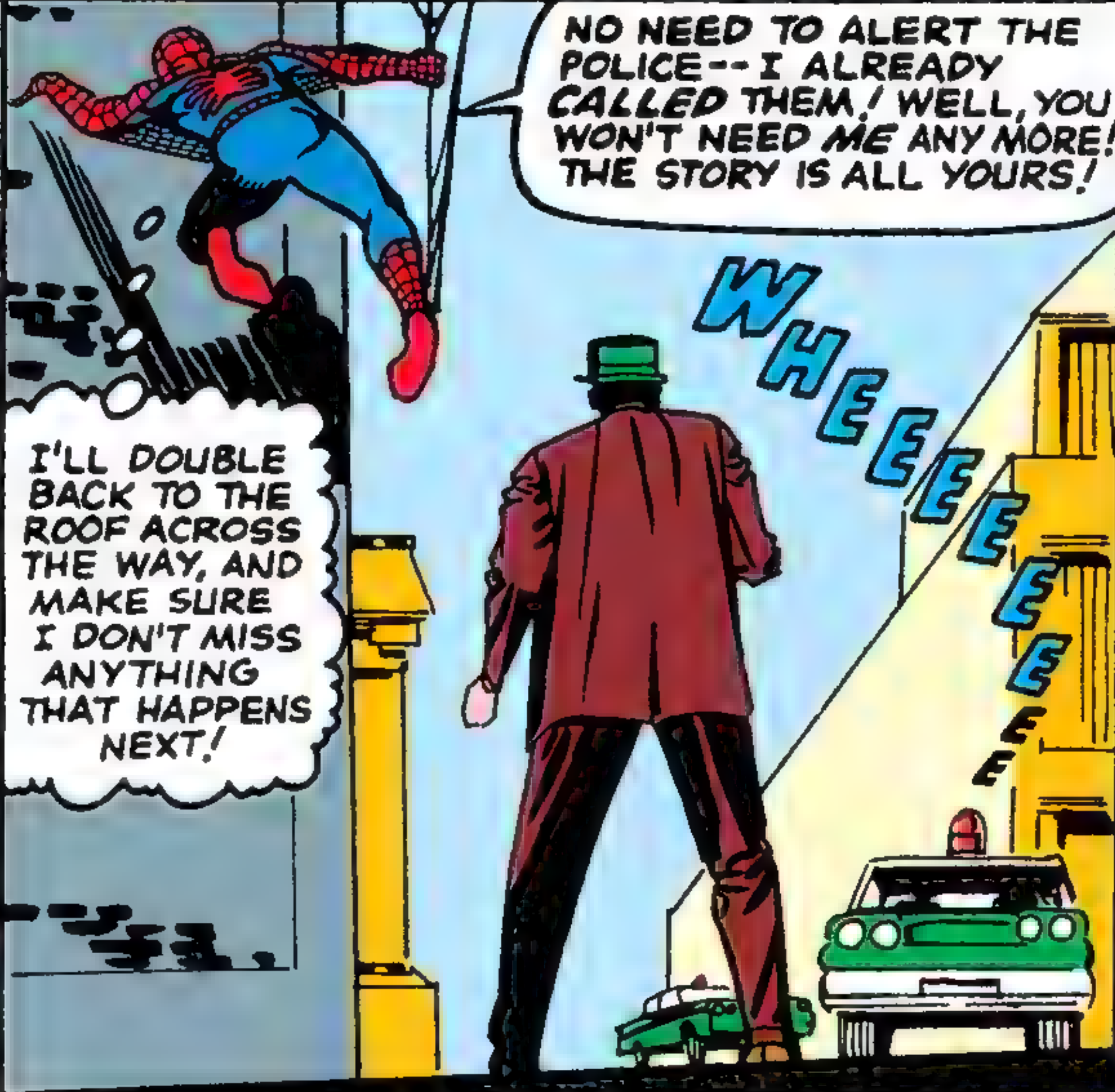
NOW LISTEN CLOSELY! I'VE GOT THE MASTER PLANNER'S GANG ALL SEWED UP BEHIND A HIDDEN TRAP DOOR WHICH I MARKED FOR YOU! THE LEADER WAS **DR. OCTOPUS**--BUT I LOST HIM WHEN THE PLACE GOT FLOODED!

YOU SHOULD HAVE TOLD ME OVER THE **PHONE**! I'D HAVE GOTTEN A PHOTOGRAPHER--ALERTED THE POLICE--!



HE DOESN'T SUSPECT MY CAMERA IS ON THE ROOF LEDGE, AUTOMATICALLY SNAPPING THIS WHOLE THING RIGHT **NOW**!

NO NEED TO ALERT THE POLICE--I ALREADY CALLED THEM! WELL, YOU WON'T NEED ME ANY MORE! THE STORY IS ALL YOURS!

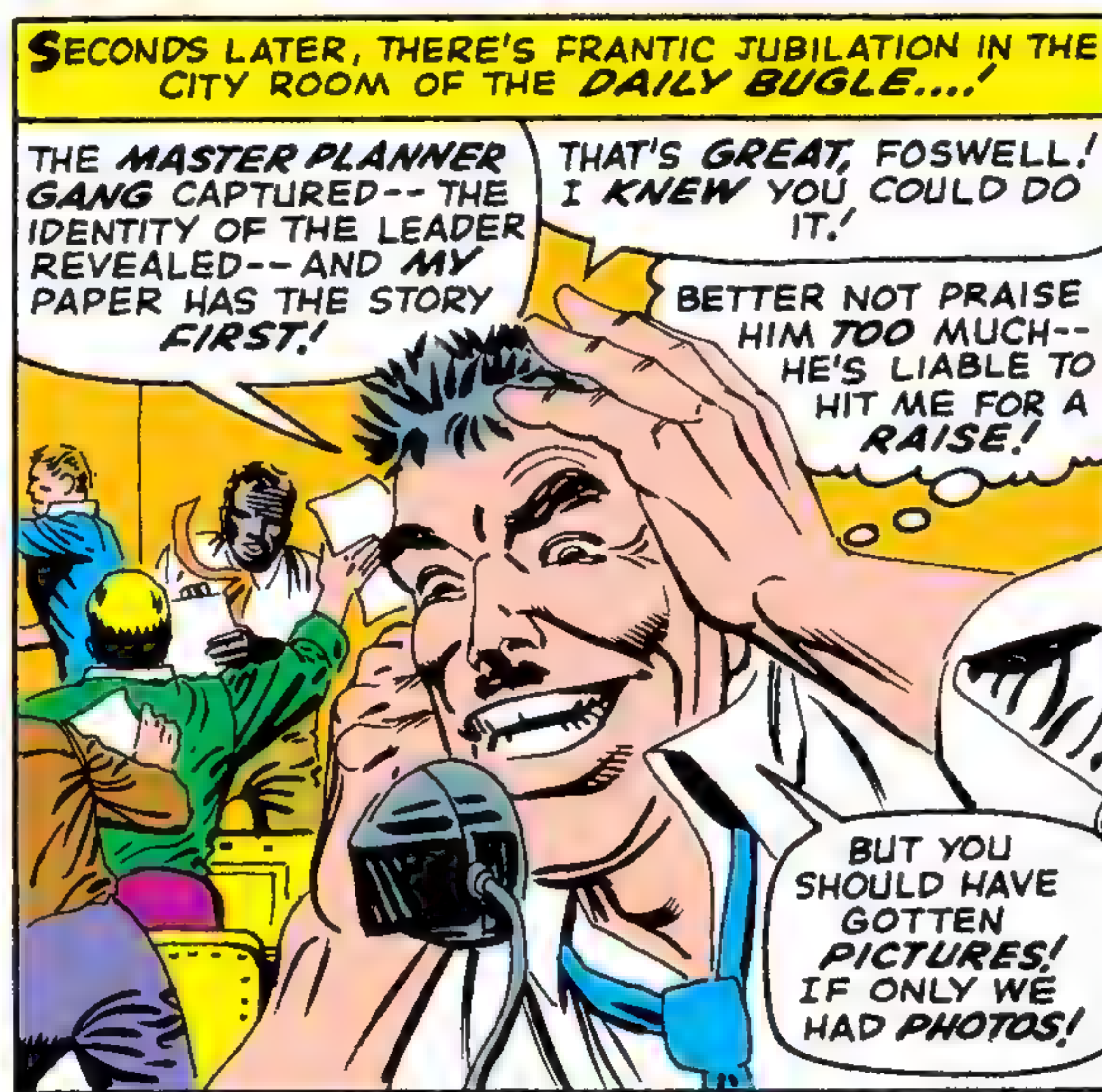


I'LL DOUBLE BACK TO THE ROOF ACROSS THE WAY, AND MAKE SURE I DON'T MISS ANYTHING THAT HAPPENS NEXT!

THERE THEY ARE-- LIKE CONTRITE LITTLE SCHOOL-BOYS WHO GOT CAUGHT WITH THEIR HANDS IN THE COOKIE JAR!

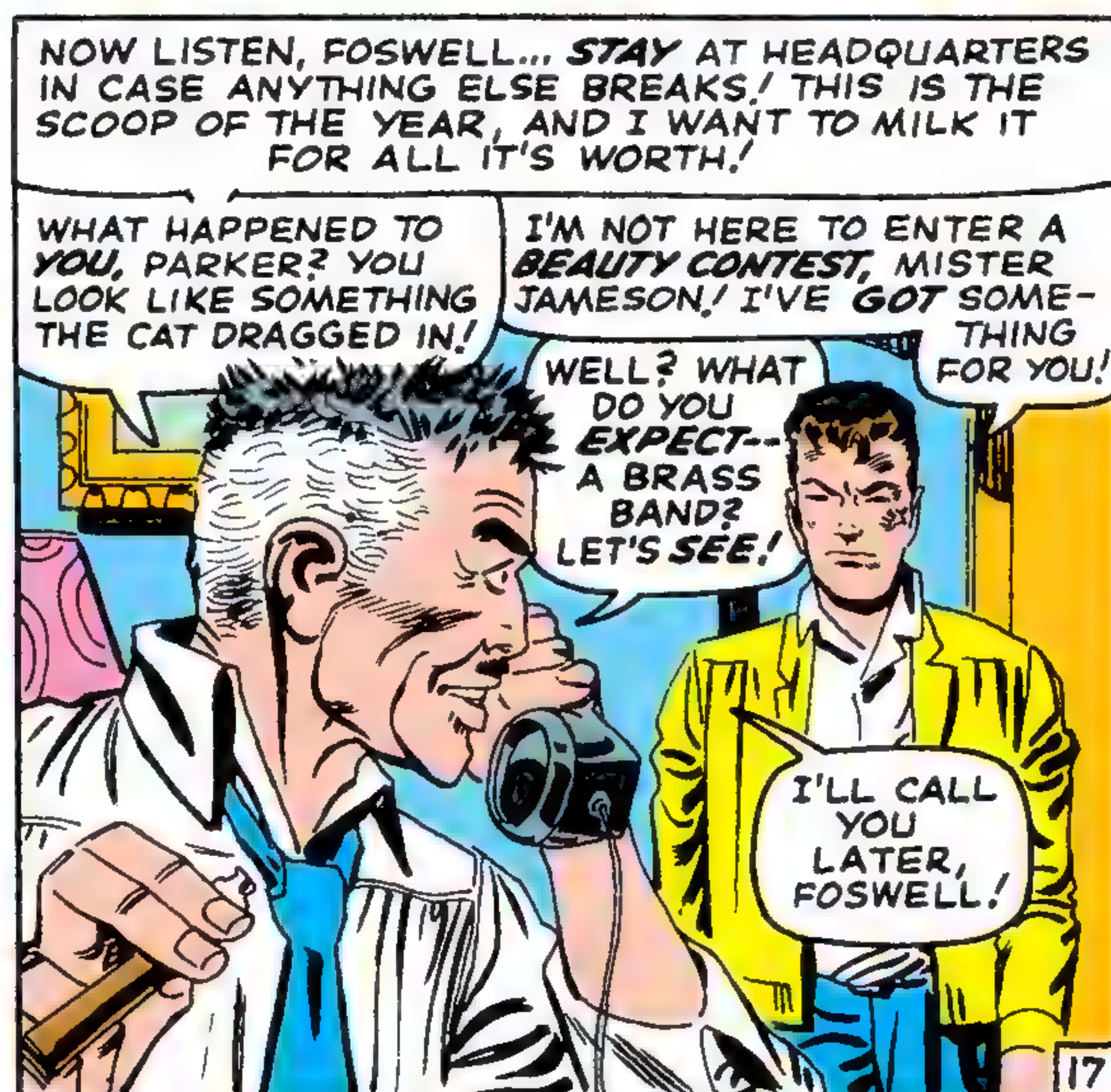
KEEP WALKING! DON'T BE SHY! WE'VE GOT ROOM IN THE PADDY WAGON FOR ALL OF YOU!

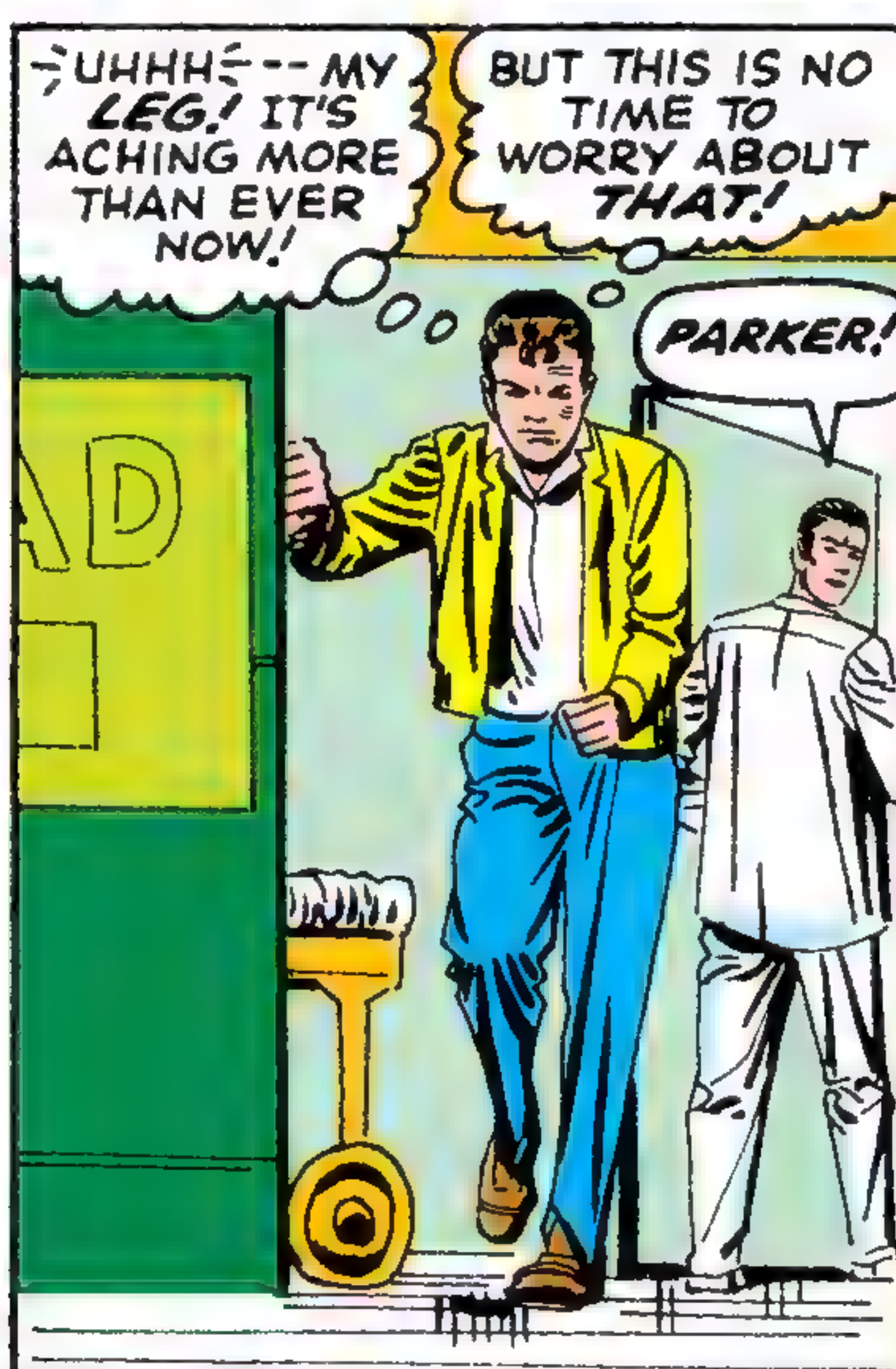
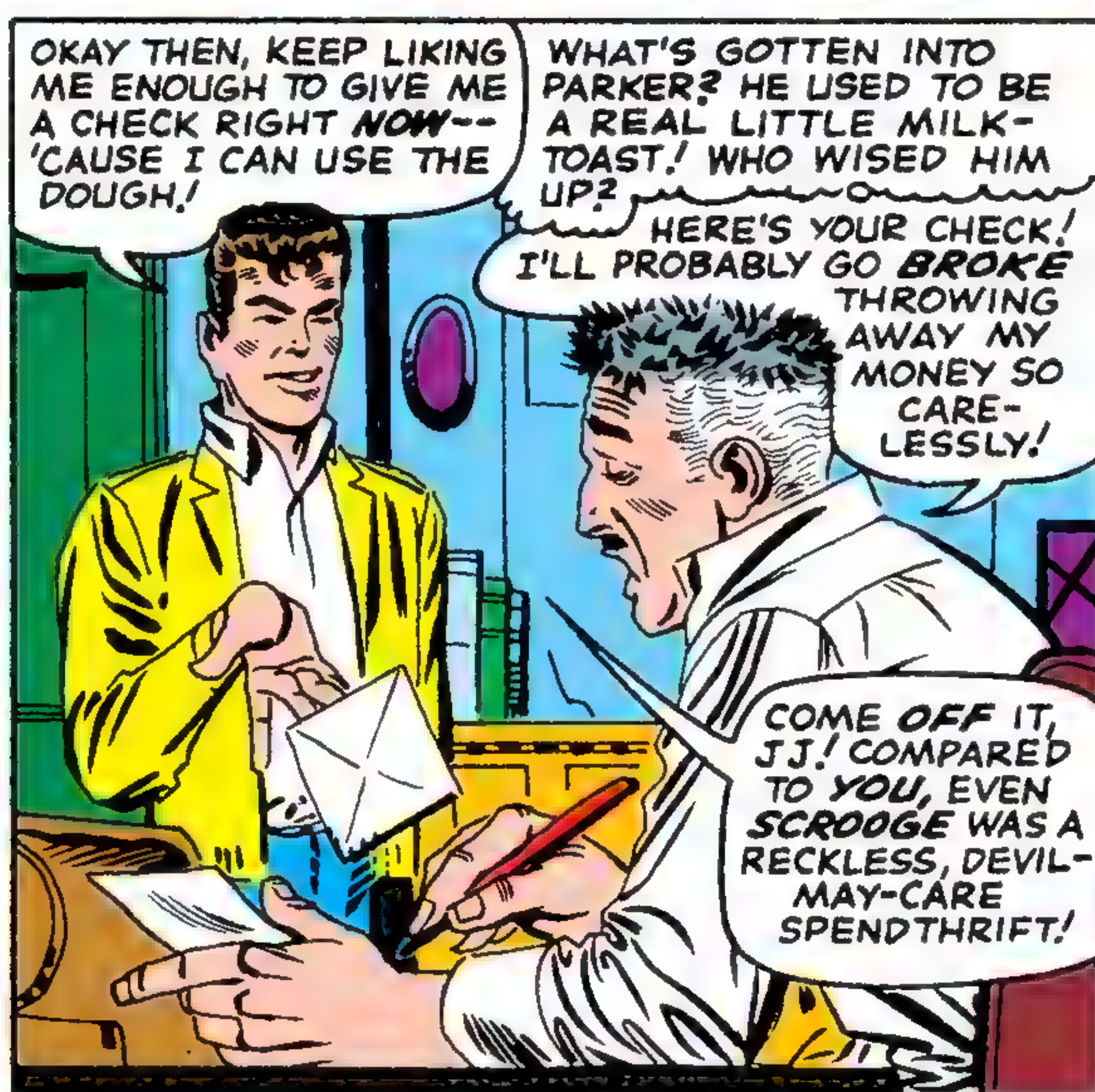
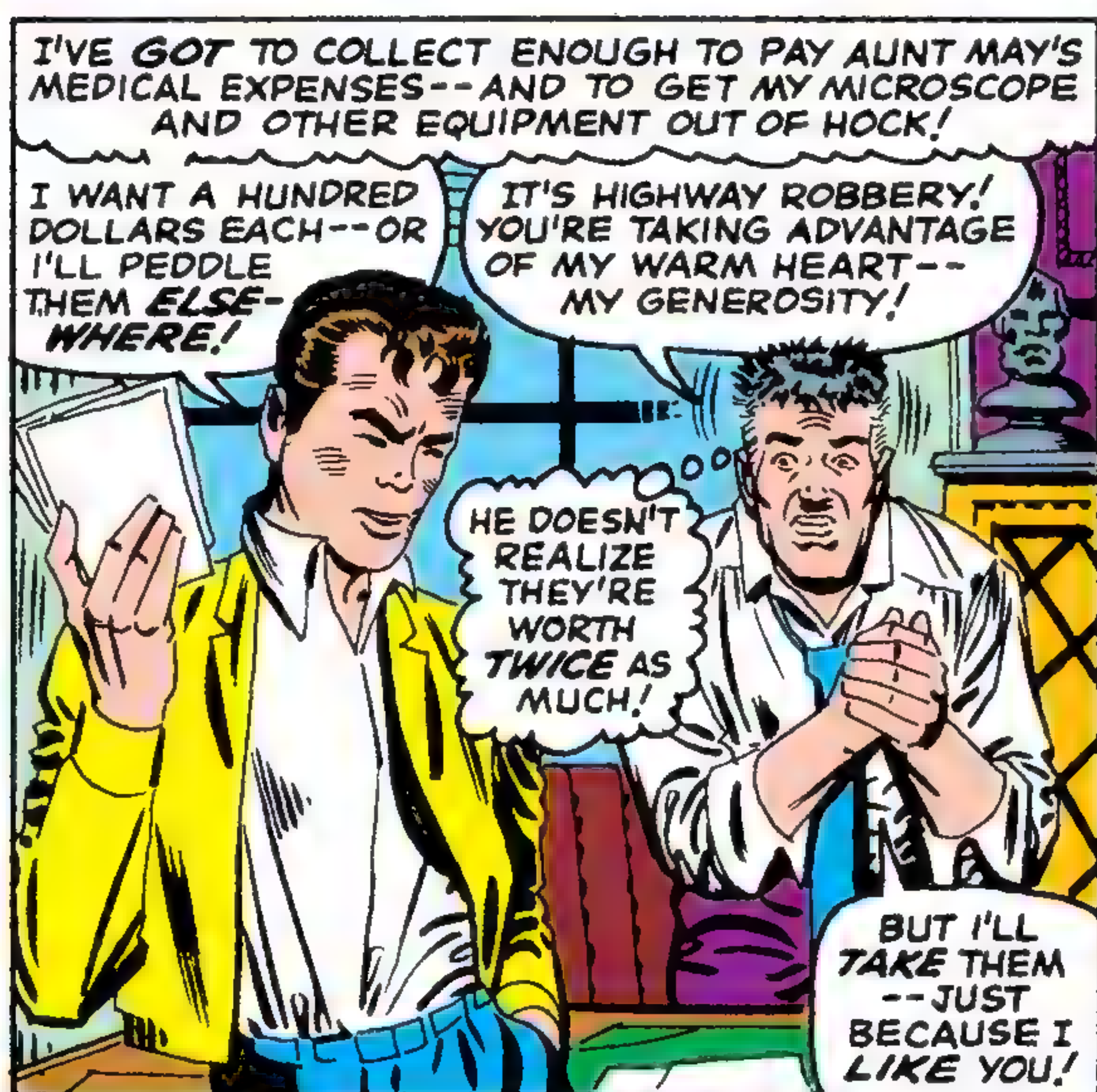
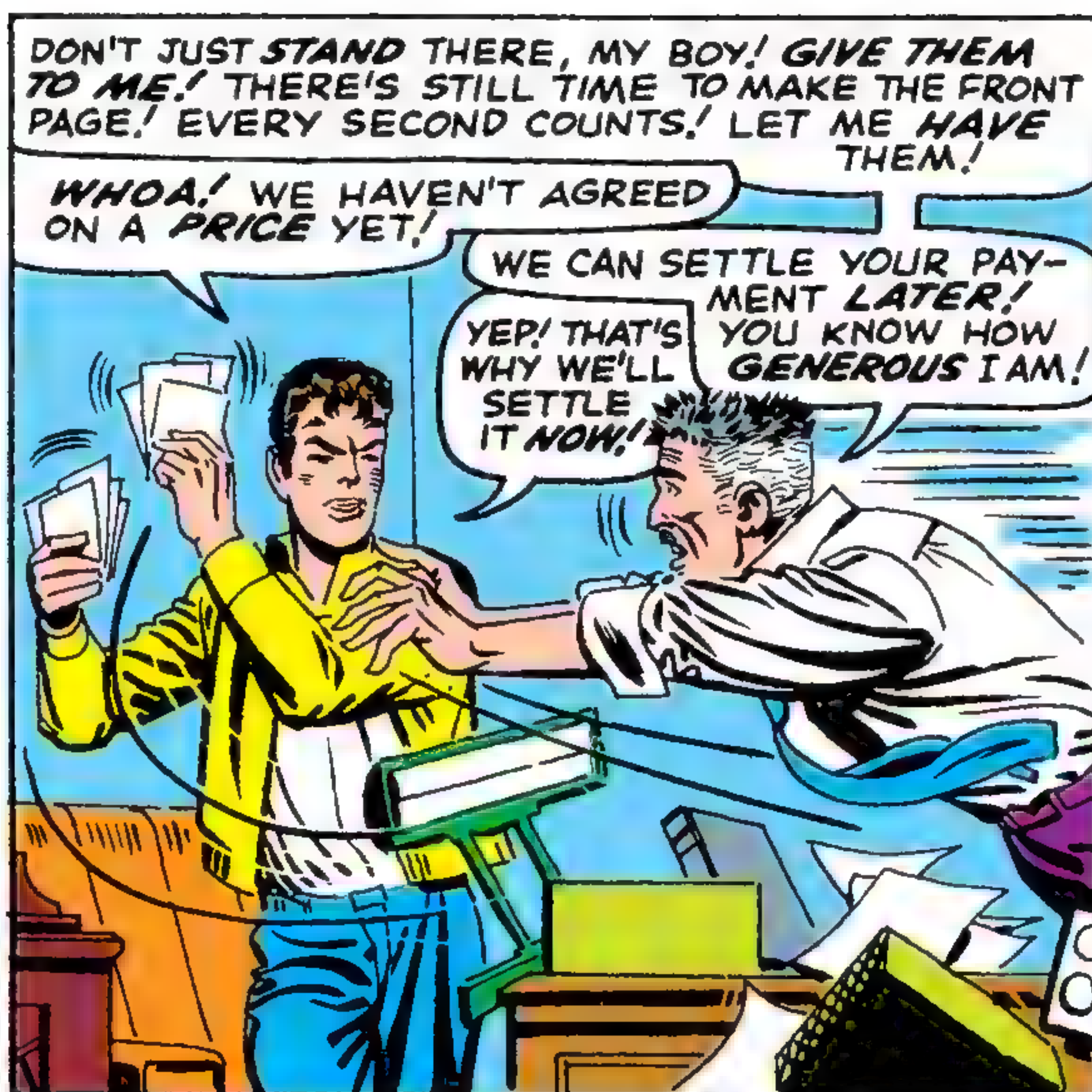


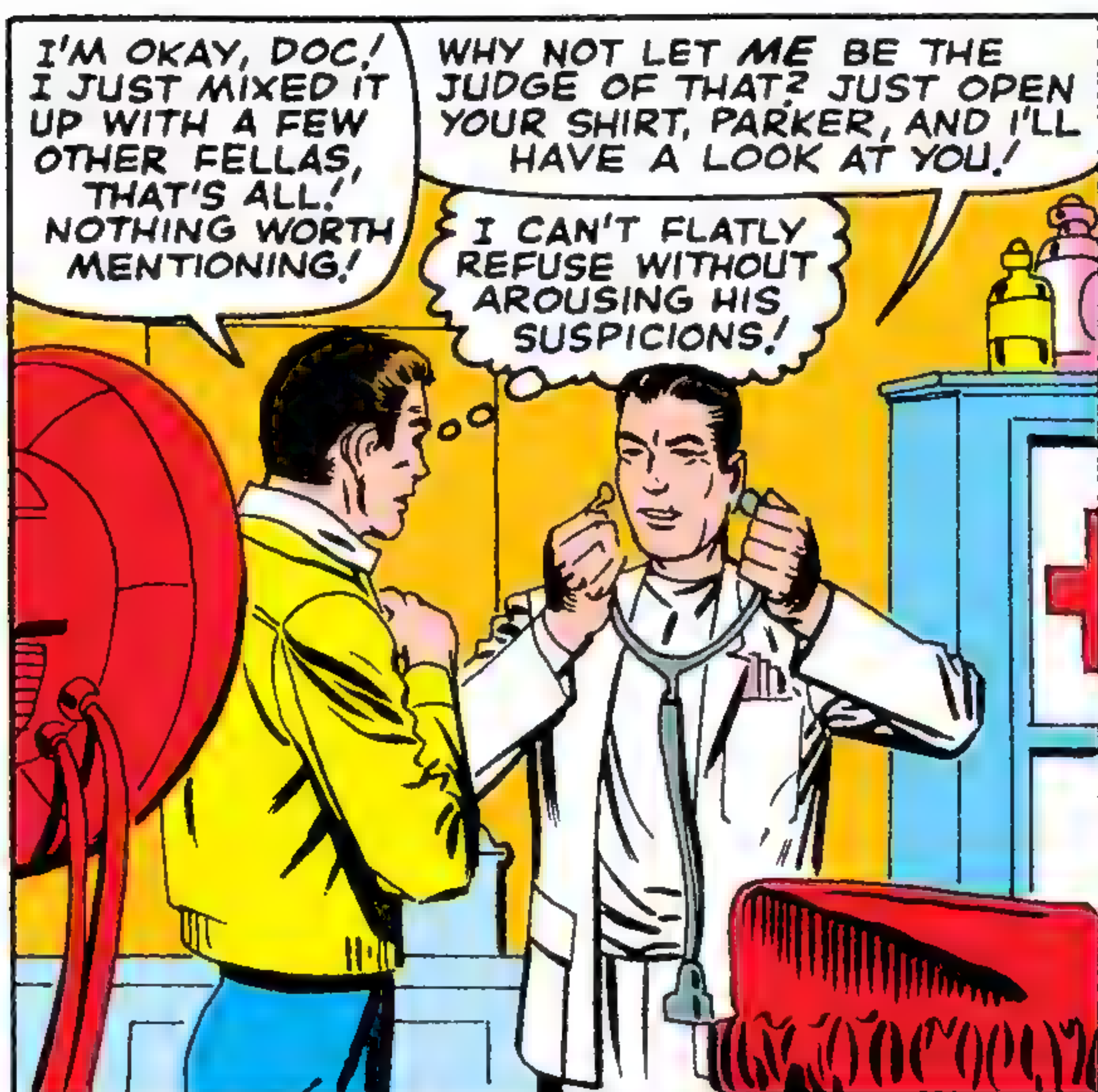




HEARING PETER'S GRIMLY-SPOKEN WORDS HAS A DRAMATIC EFFECT ON BETTY BRANT... AN EFFECT HE *KNEW* IT WOULD HAVE! HER MIND RACES BACK TO HER *BROTHER*-- THE BROTHER WHOM SHE LOVED, BUT *LOST*-- BECAUSE HE TOO WOULDN'T GIVE UP THE DANGEROUS LIFE HE WANTED TO LEAD!







I'M OKAY, DOC!
I JUST MIXED IT
UP WITH A FEW
OTHER FELLAS,
THAT'S ALL!
NOTHING WORTH
MENTIONING!

WHY NOT LET ME BE THE
JUDGE OF THAT? JUST OPEN
YOUR SHIRT, PARKER, AND I'LL
HAVE A LOOK AT YOU!

I CAN'T FLATLY
REFUSE WITHOUT
AROUSING HIS
SUSPICIONS!



A FEW MINUTES LATER...

YOU SEEM SOUND ENOUGH,
BUT YOU'RE ON THE VERGE
OF COMPLETE EXHAUSTION!
YOU SHOULD BE IN BED!

I AM PRETTY TIRED,
DOC-- BUT I'VE JUST
GOT TO FIND OUT
ABOUT AUNT MAY,
FIRST!

LUCKY
FOR ME
HE DIDN'T
WANT TO
CHECK MY
BLOOD!



HERE, DRINK THIS, SON! IT'LL
RELAX YOU A BIT-- AND
REMEMBER-- GET SOME REST
AS SOON AS POSSIBLE!

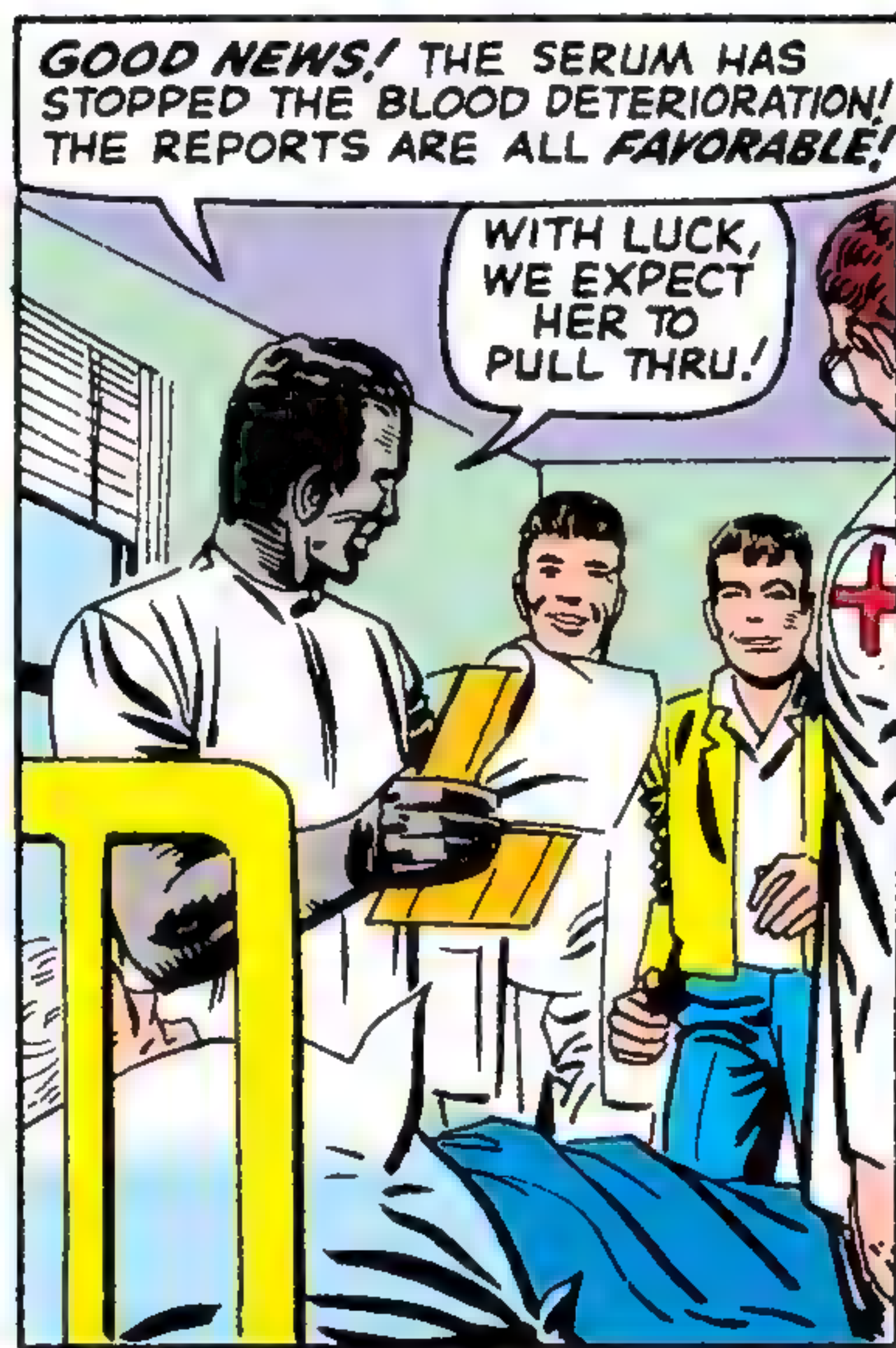
DOC, ONCE I LEAVE
HERE, NOBODY'LL HAVE
TO TELL ME TWICE!



DOCTOR--WE HAVE THE FINAL
SERIES OF TEST RESULTS ON
MAY PARKER! WILL YOU LOOK
AT THEM NOW?

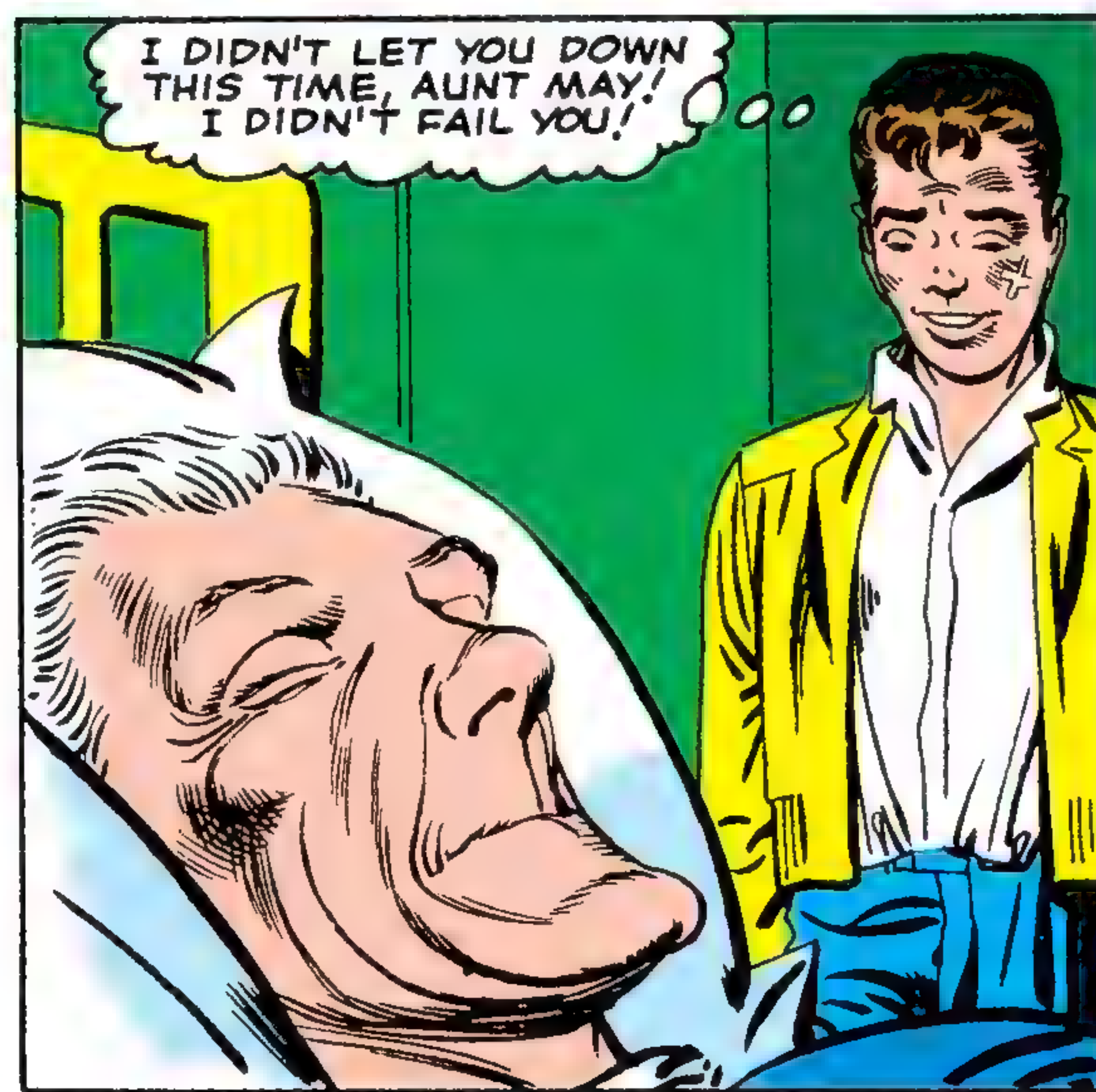
OF COURSE!
COME WITH
ME, MY BOY!

THIS IS IT!

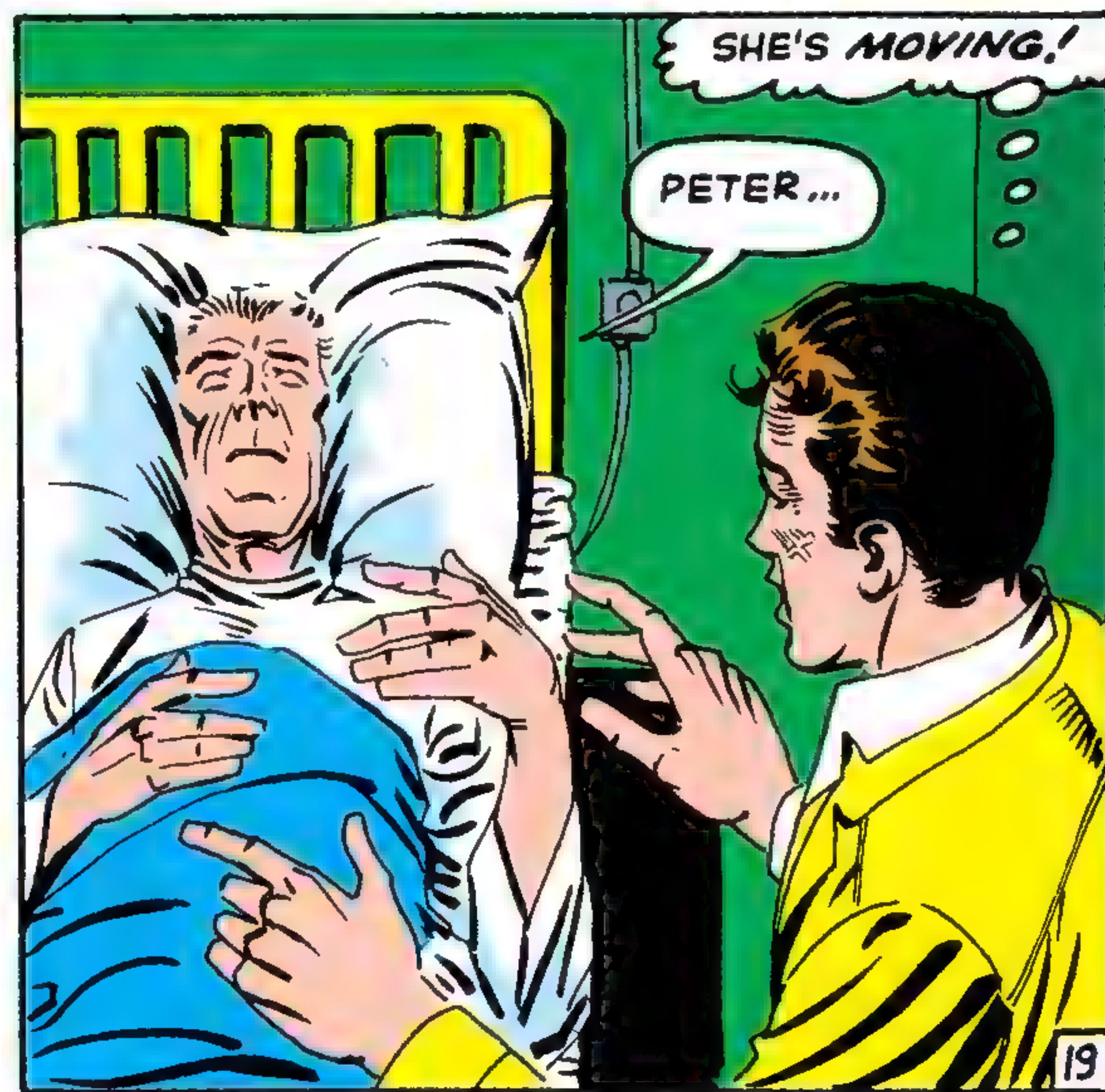


GOOD NEWS! THE SERUM HAS
STOPPED THE BLOOD DETERIORATION!
THE REPORTS ARE ALL FAVORABLE!

WITH LUCK,
WE EXPECT
HER TO
PULL THRU!

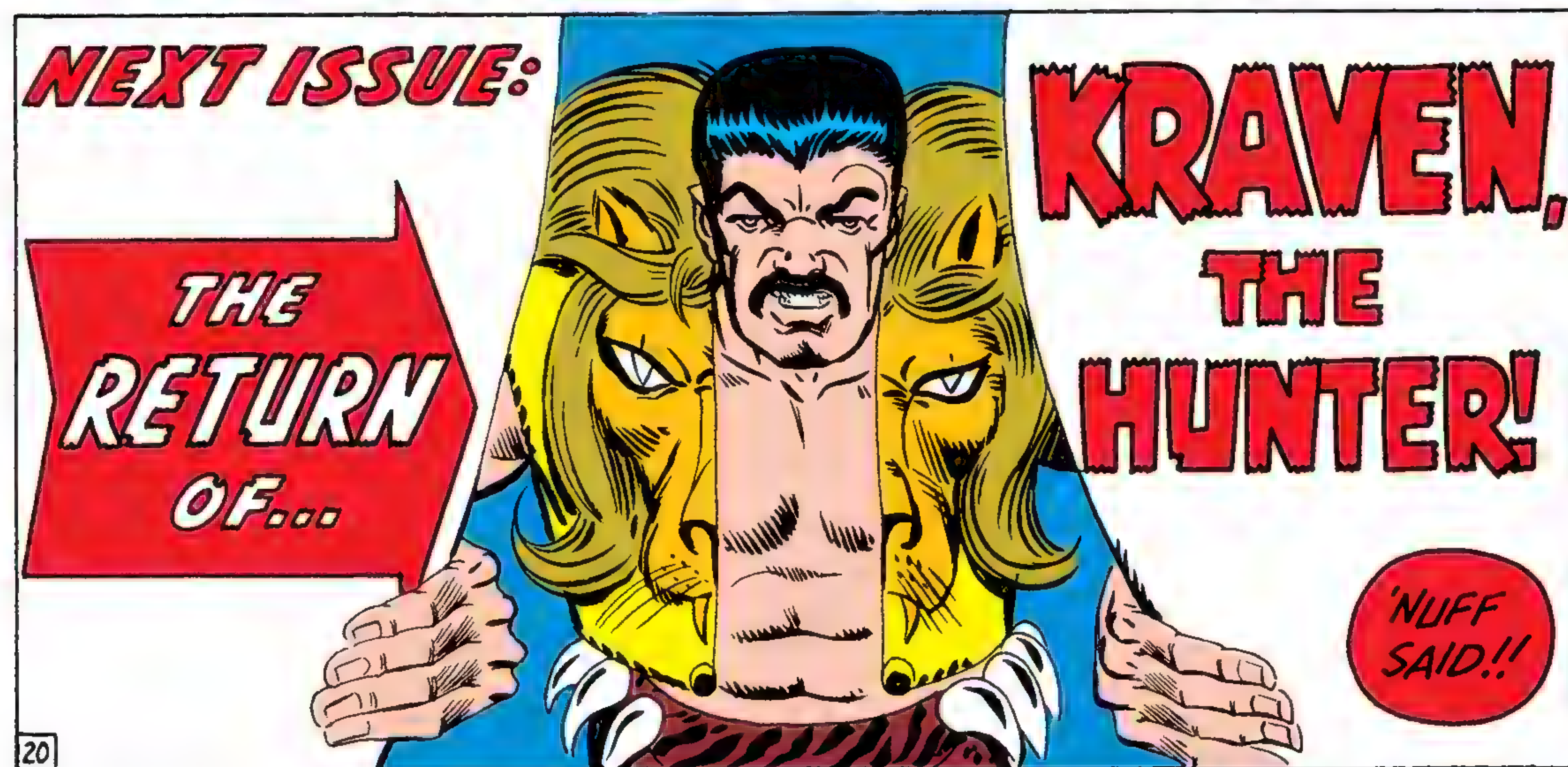
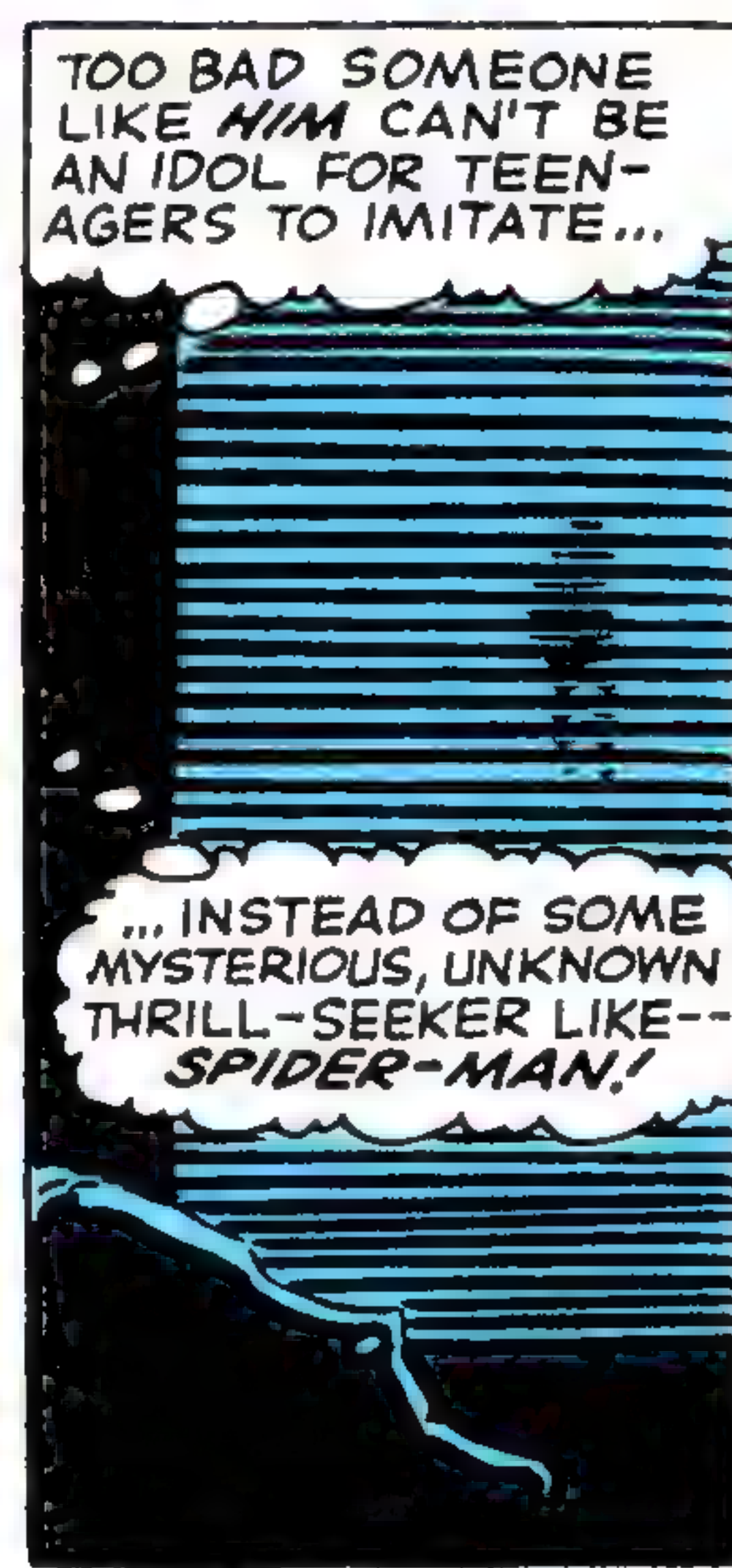
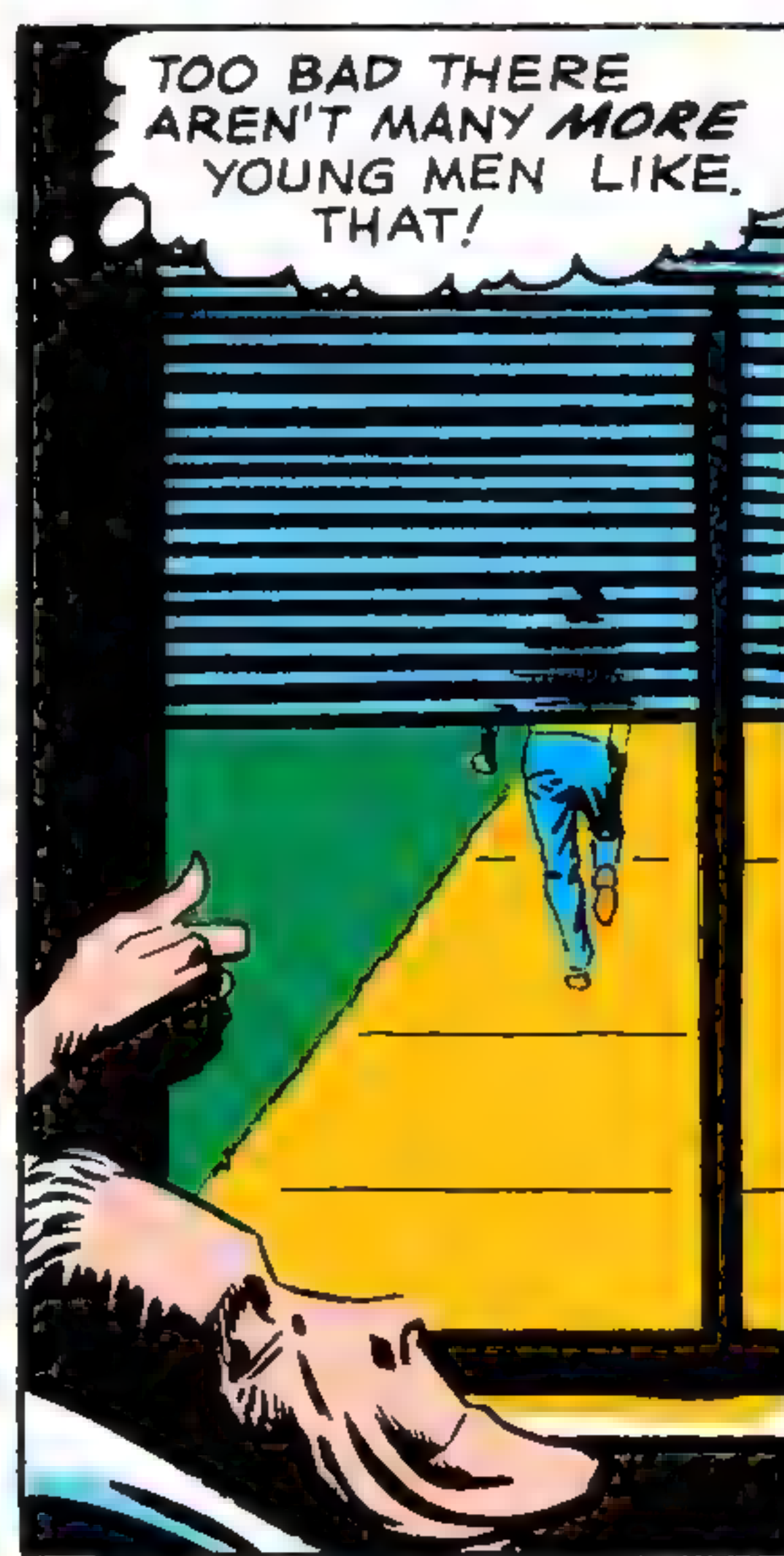
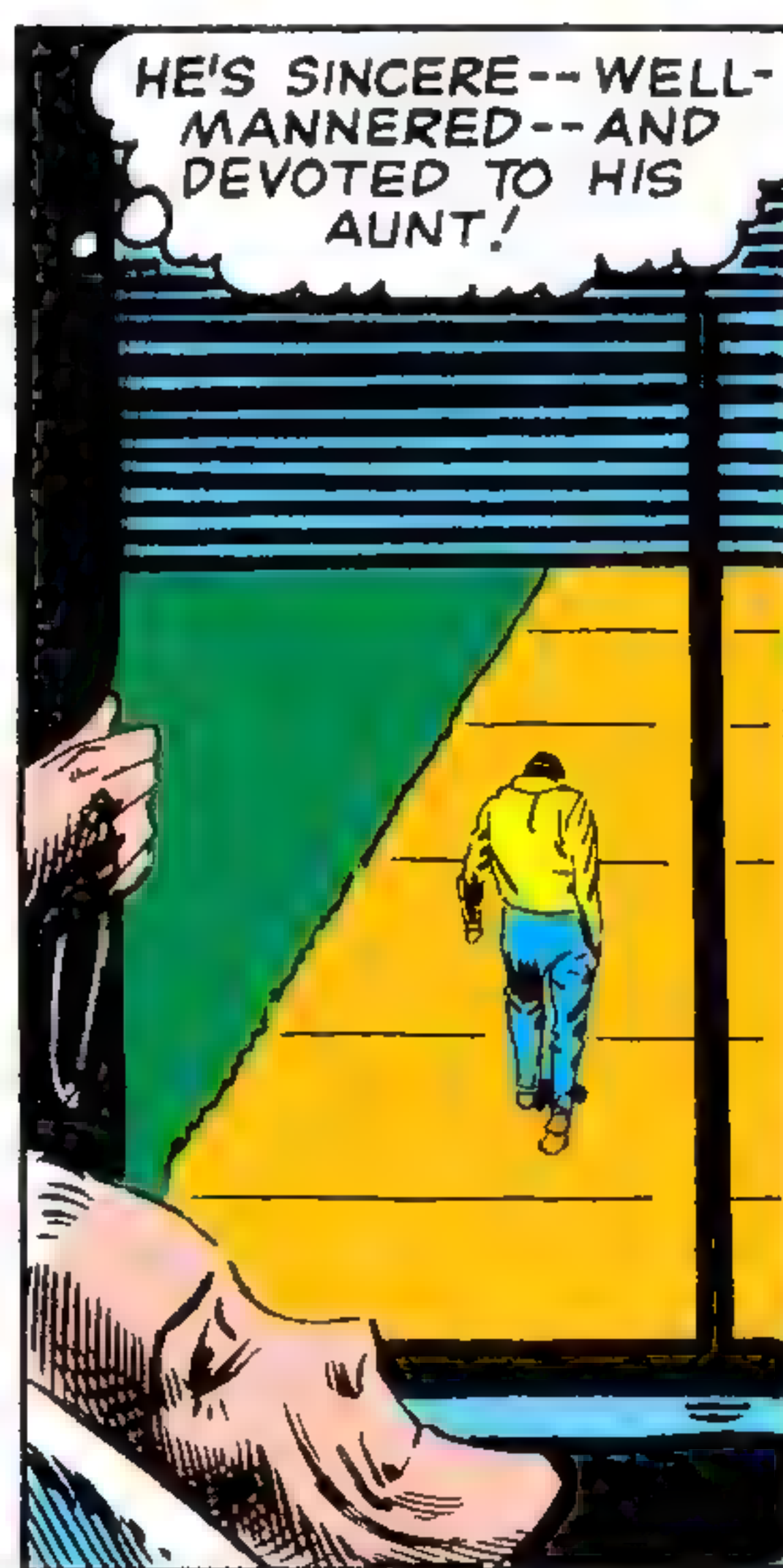
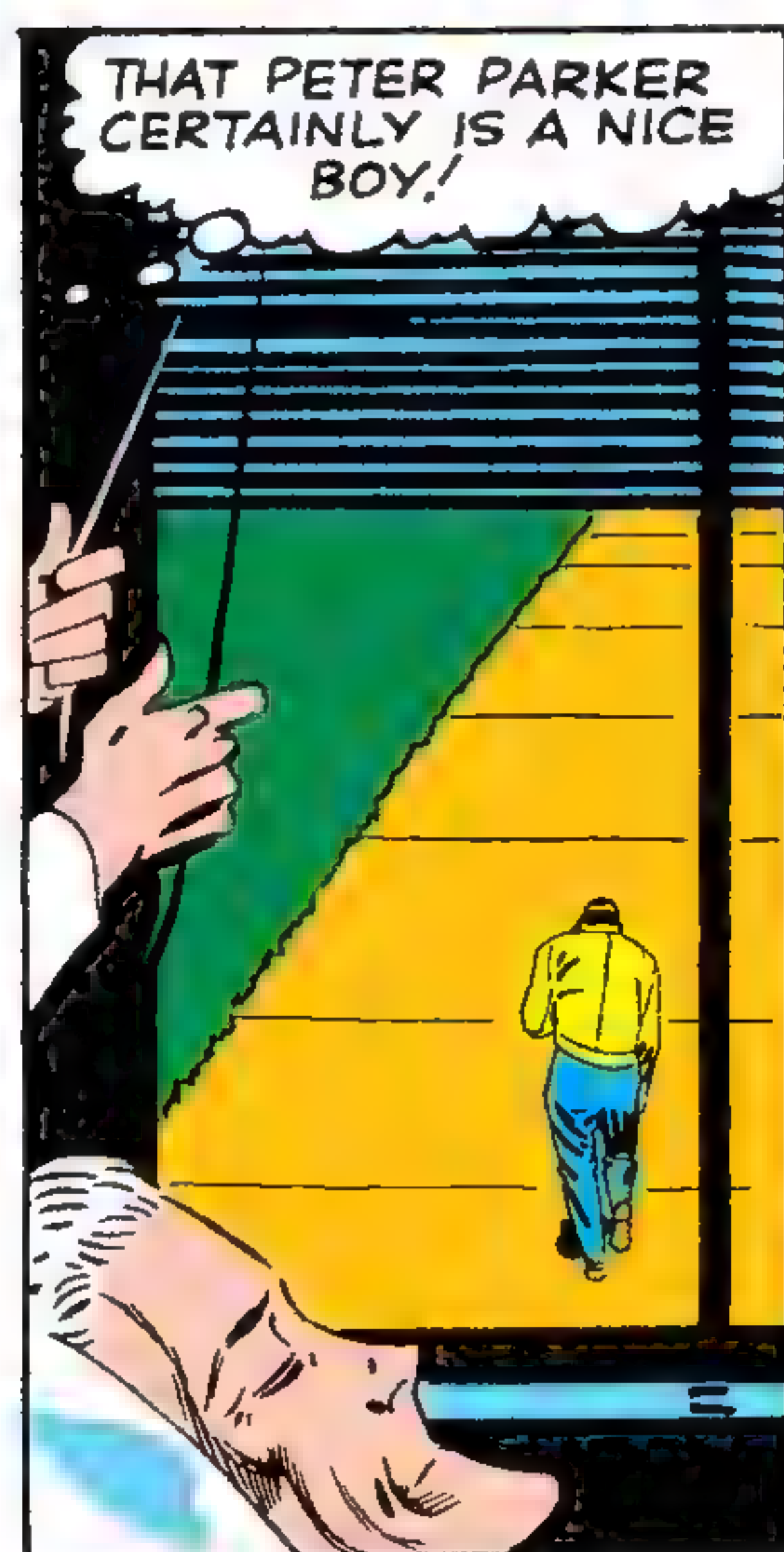


I DIDN'T LET YOU DOWN
THIS TIME, AUNT MAY!
I DIDN'T FAIL YOU!



SHE'S MOVING!

PETER...





MARVEL
COMICS
GROUP

34
MAR

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.
12¢

"THE
THRILL
OF THE
HUNT!"

THE AMAZING SPIDER-MAN!

"The THRILL of THE HUNT!"

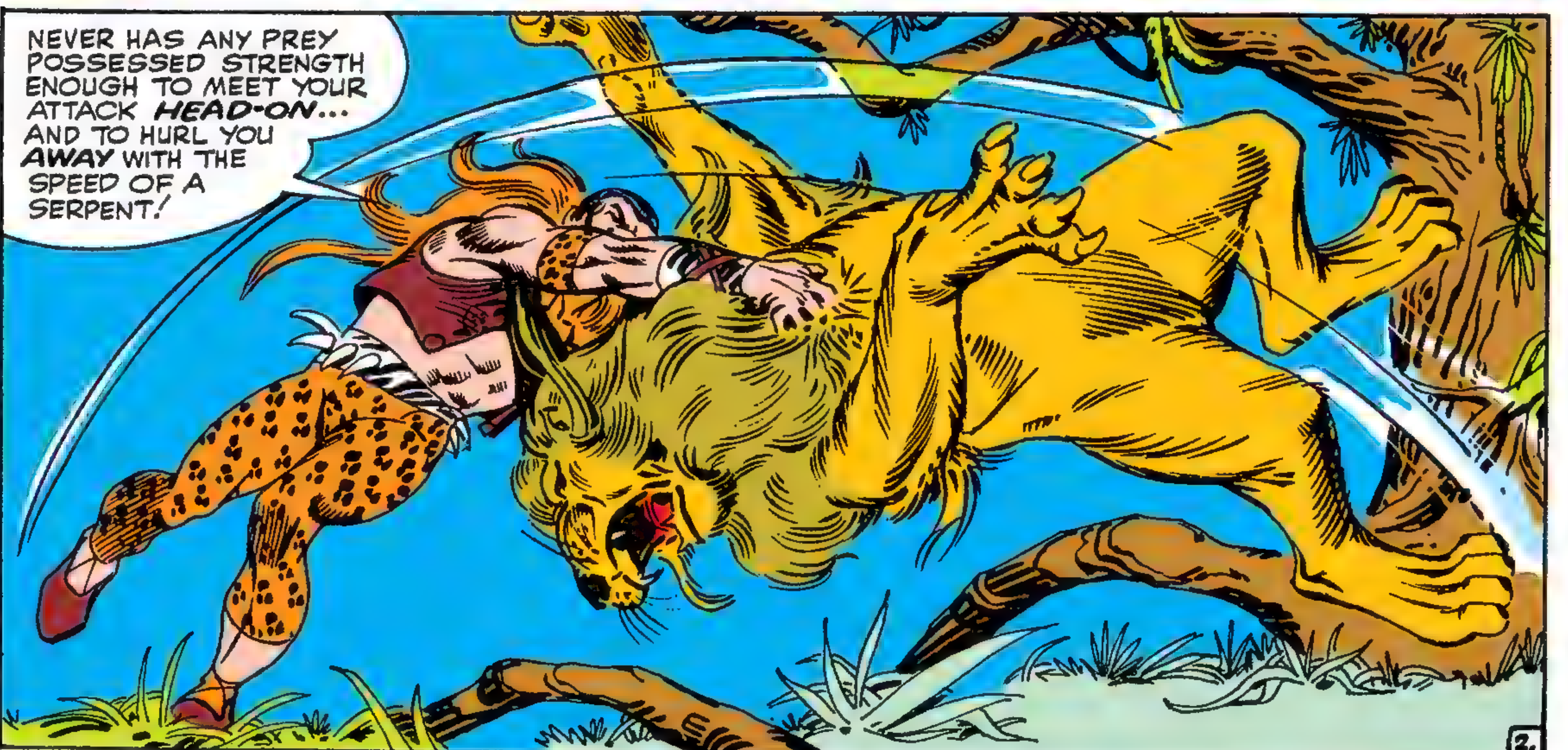
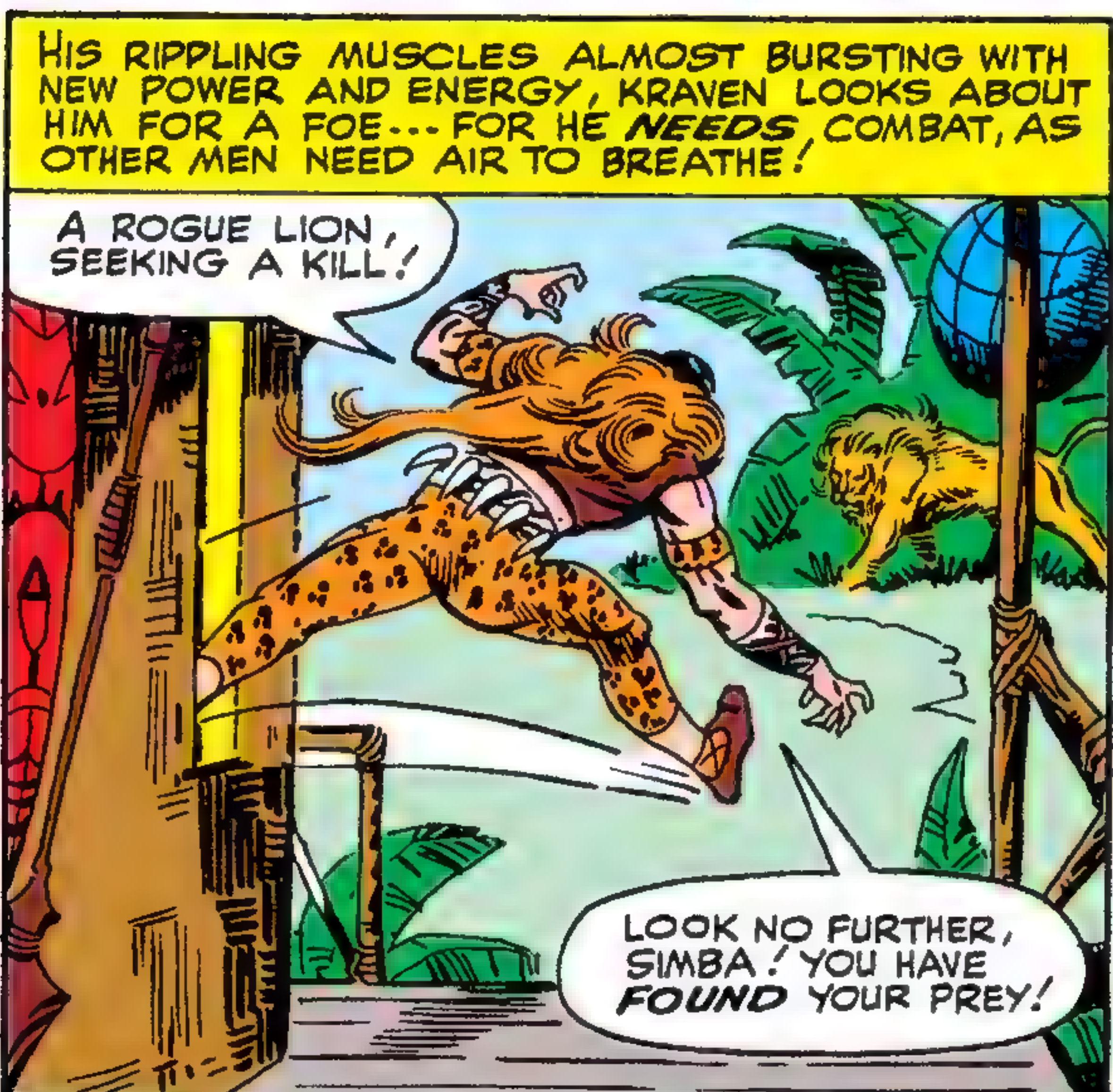
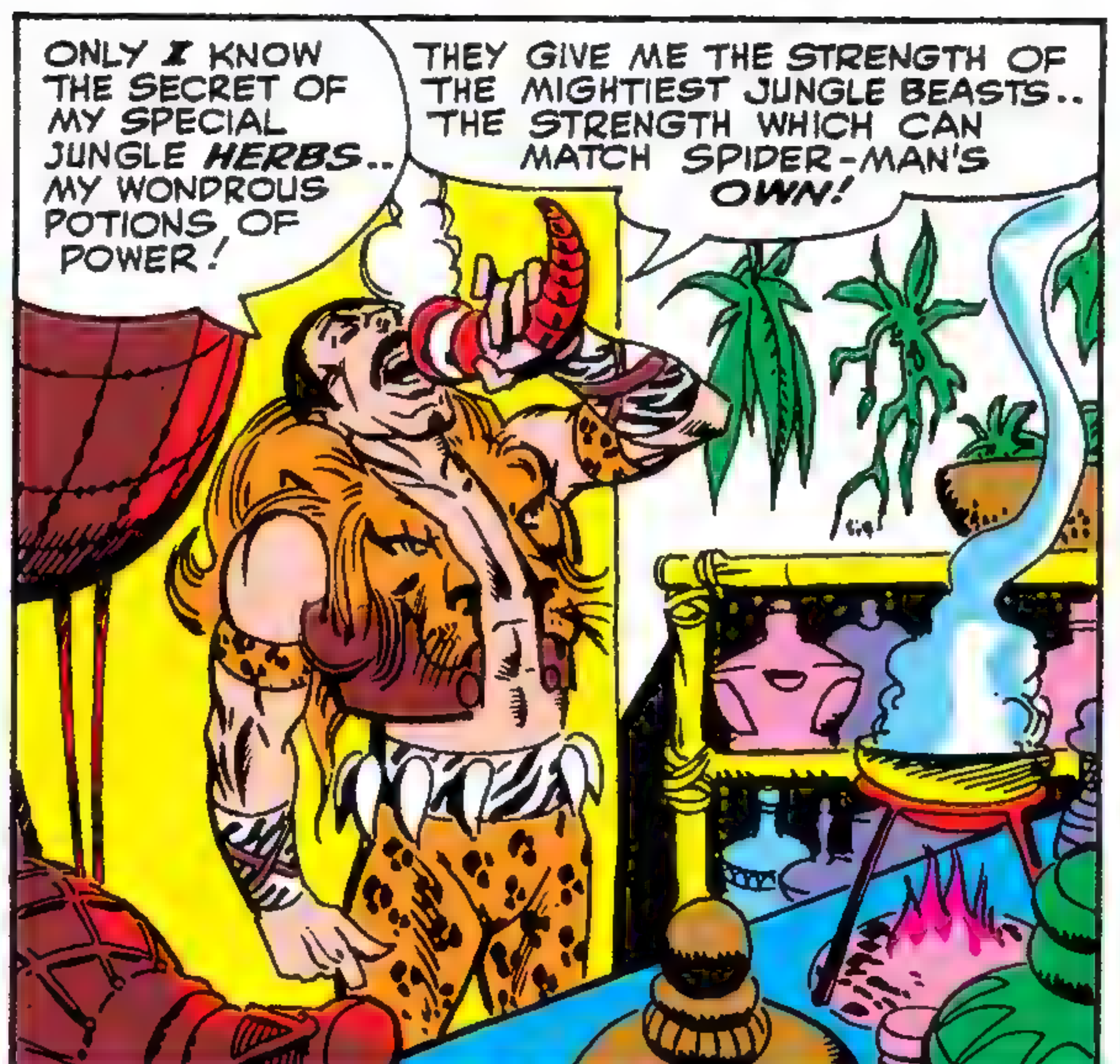
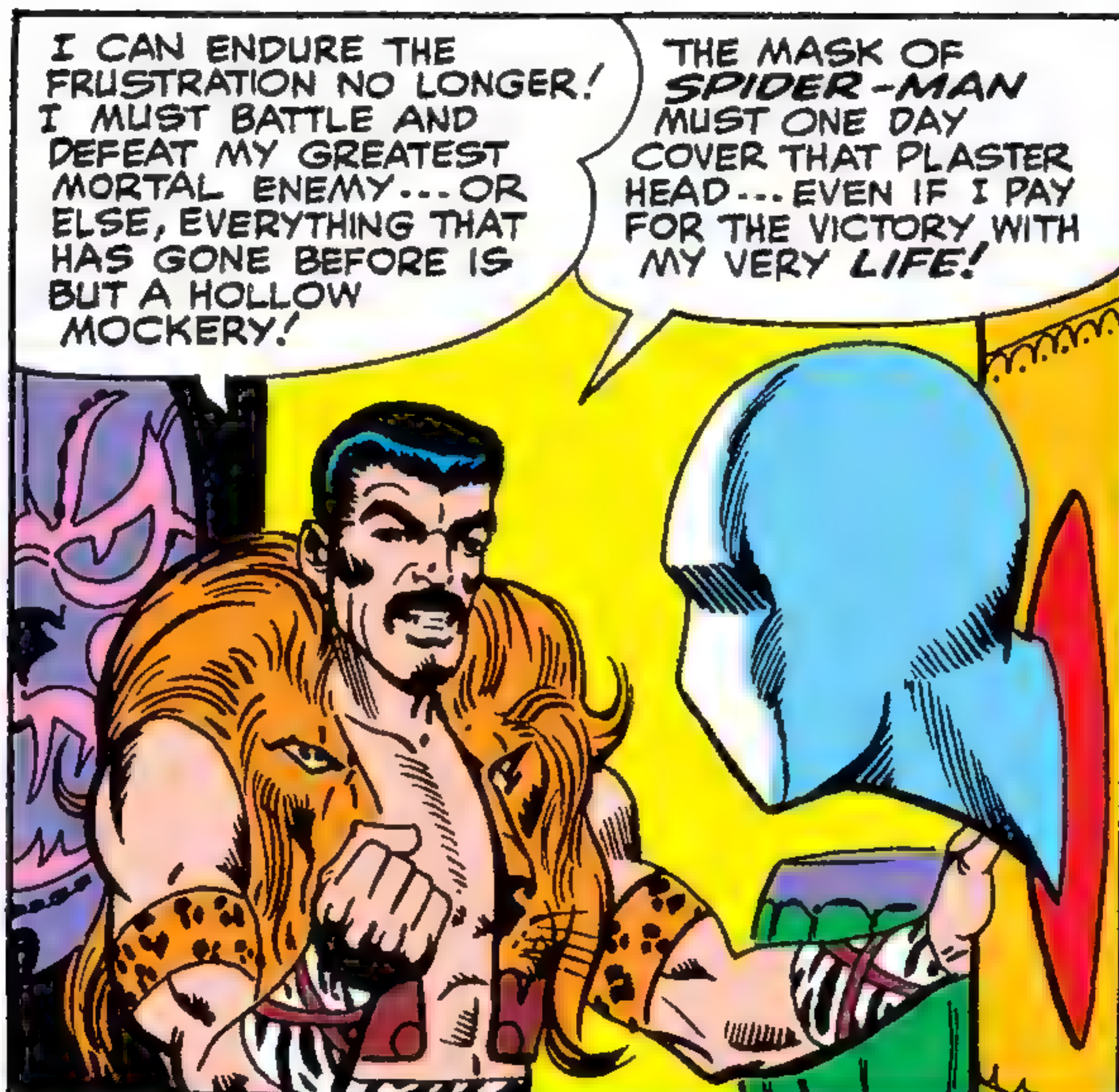
FEATURING: THE SOME-WHAT MAGNIFICENT MENACE OF

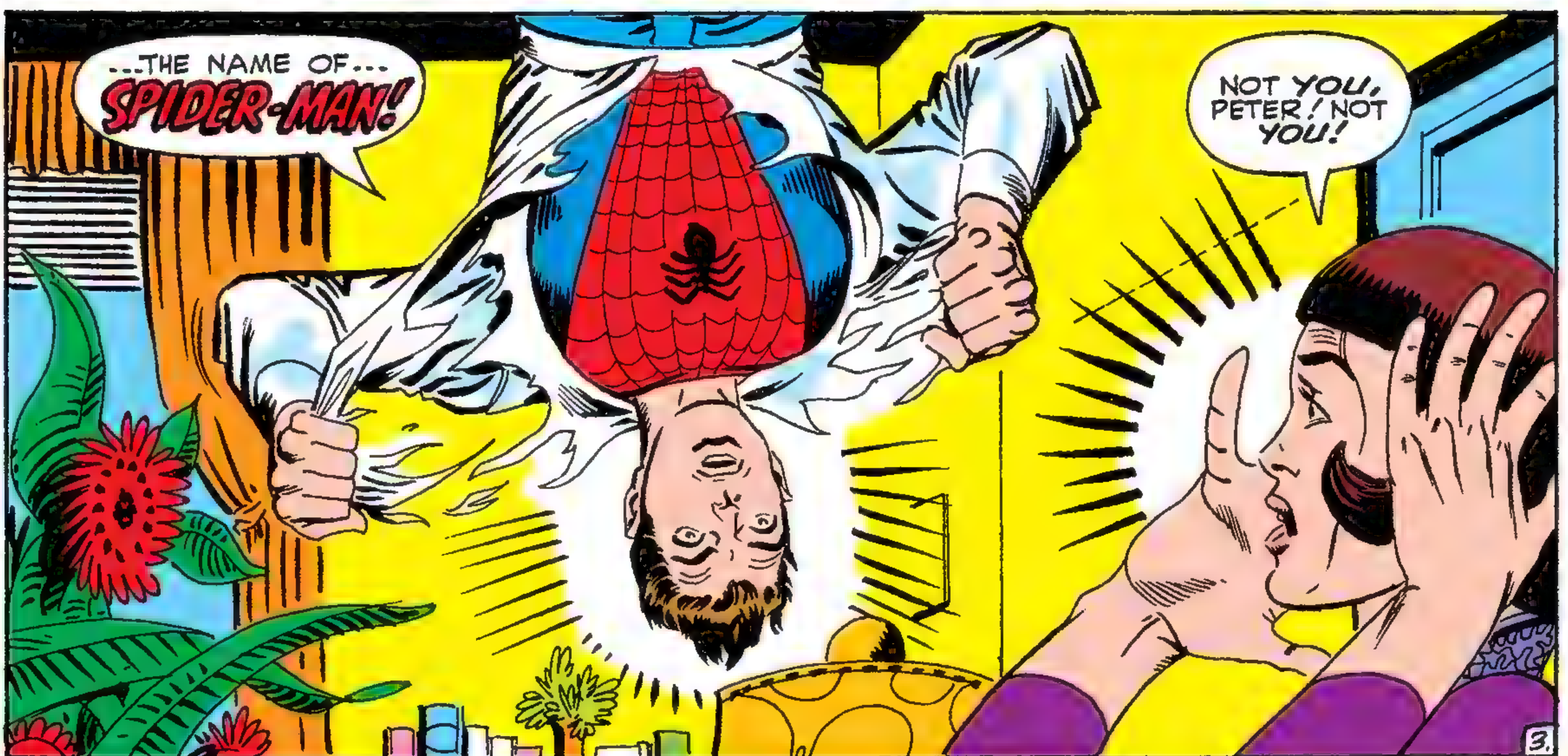
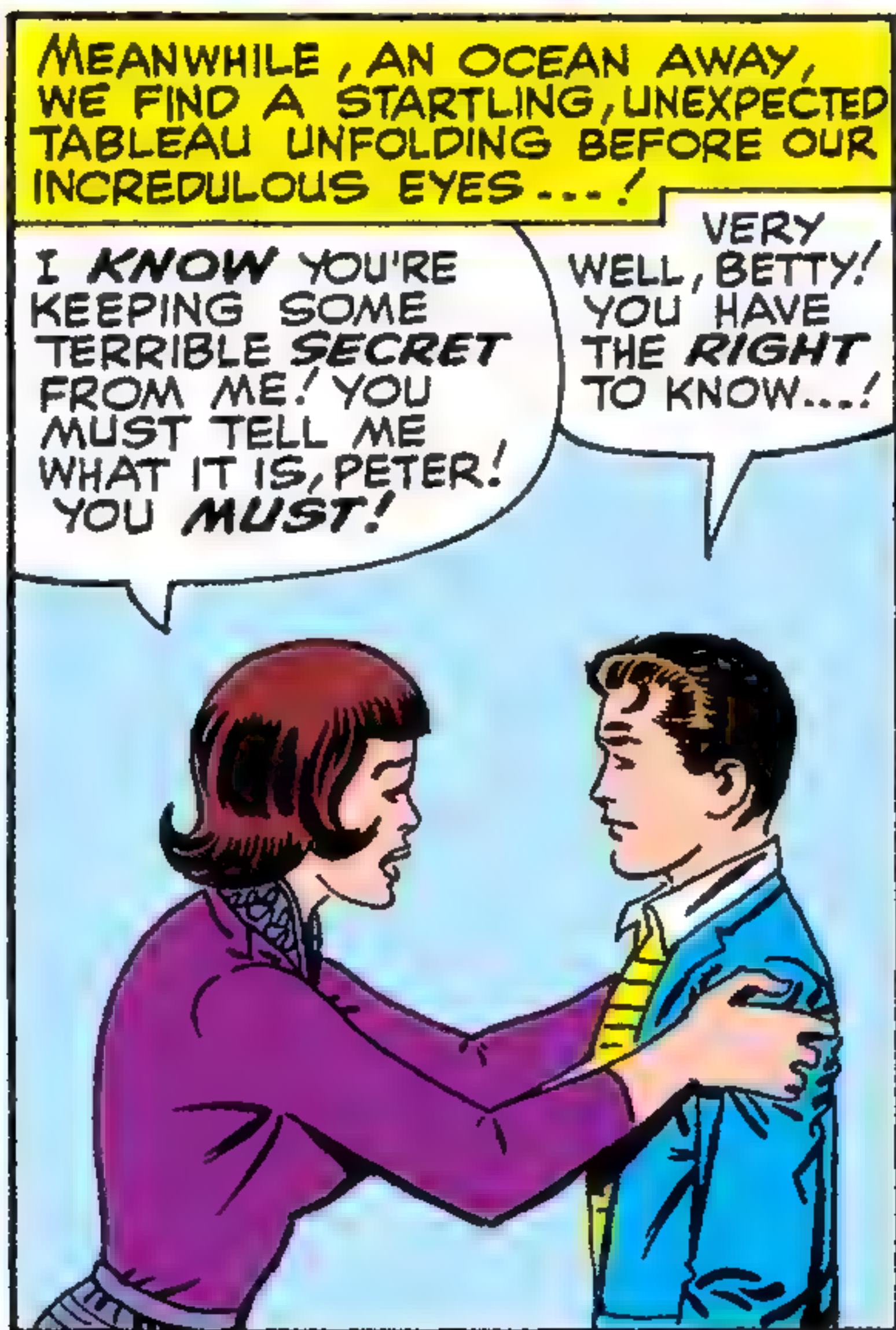
KRAVEN
The HUNTER!

MY TROPHY ROOM!
EVERY WILD BEAST THAT
WALKS, CLIMBS, OR
CRAWLS, I'VE BEATEN
WITH MY BARE
HANDS!

...AND YET,
THE GREATEST
PRIZE OF ALL IS
STILL DENIED
ME!

SCRIPTED and EDITED BY:
STAN LEE
PLOTTED and ILLUSTRATED BY:
STEVE DITKO
LETTERED and RELISHED BY:
SAM ROSEN







NO!
NOT
YOU!
IT CAN'T...!
WHA...??

I-I'VE BEEN
ASLEEP! IT
WAS ONLY...A
DREAM!



OH, THANK
HEAVENS!
IT'S NOT SO!
I MERELY
DREAMT
IT!

I... I CAN'T STOP
THINKING ABOUT
HIM... NIGHT AND
DAY!

WHATEVER PETER'S
SECRET IS... WHAT-
EVER HE'S HIDING
FROM ME... IT CAN'T
BE... THAT!



IT'S NO USE... I CAN'T FALL
ASLEEP AGAIN! NOT WITH THE
KNOWLEDGE THAT I *MUST*
MAKE A DECISION ABOUT
HIM! IT CANNOT BE PUT OFF
ANY LONGER!



MEANWHILE, IN A QUIET SECTION
OF FOREST HILLS, WE FIND THE
YOUNG MAN IN QUESTION...

NOW THAT AUNT MAY IS OUT OF
DANGER,* I CAN GET BACK TO
MY *STUDYING* AGAIN...!

*AFTER LAST MONTH'S
CRITICAL OPERATION,
REMEMBER?... STAN.



IT'S GREAT TO KNOW THAT
THINGS ARE GETTING BACK
TO NORMAL AT LAST!

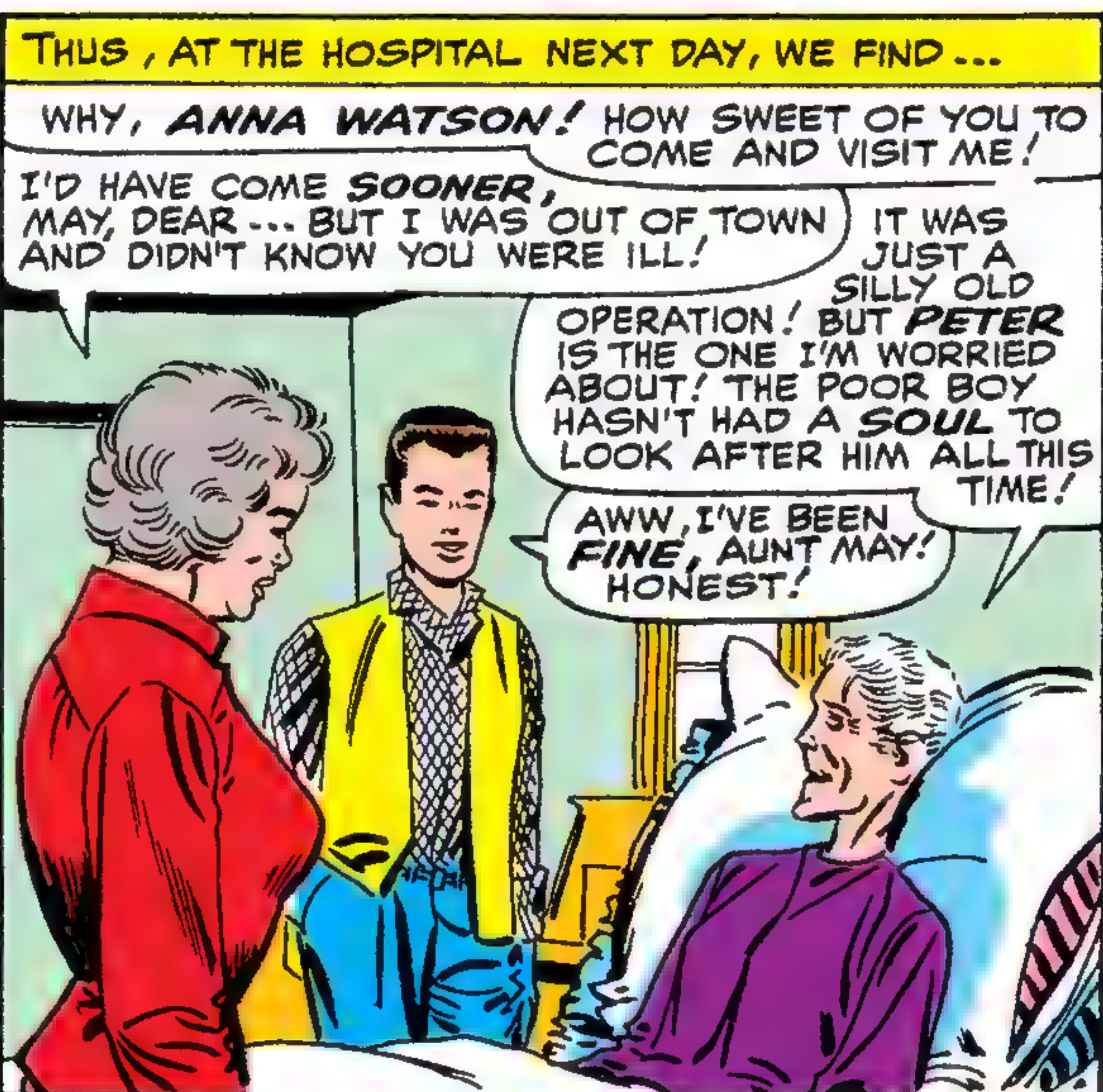
IT'LL BE A PLEASURE TO
RETURN TO COLLEGE AND
BE ABLE TO CONCENTRATE
ON WHAT'S GOING ON!

BOY, AM I
BUSHED!



BUT, IT WON'T TAKE *ME* LONG
TO GET BACK IN SHAPE...
THAT'S FOR SURE!

YEP, IT'S
GOOD TO
BE ALIVE!



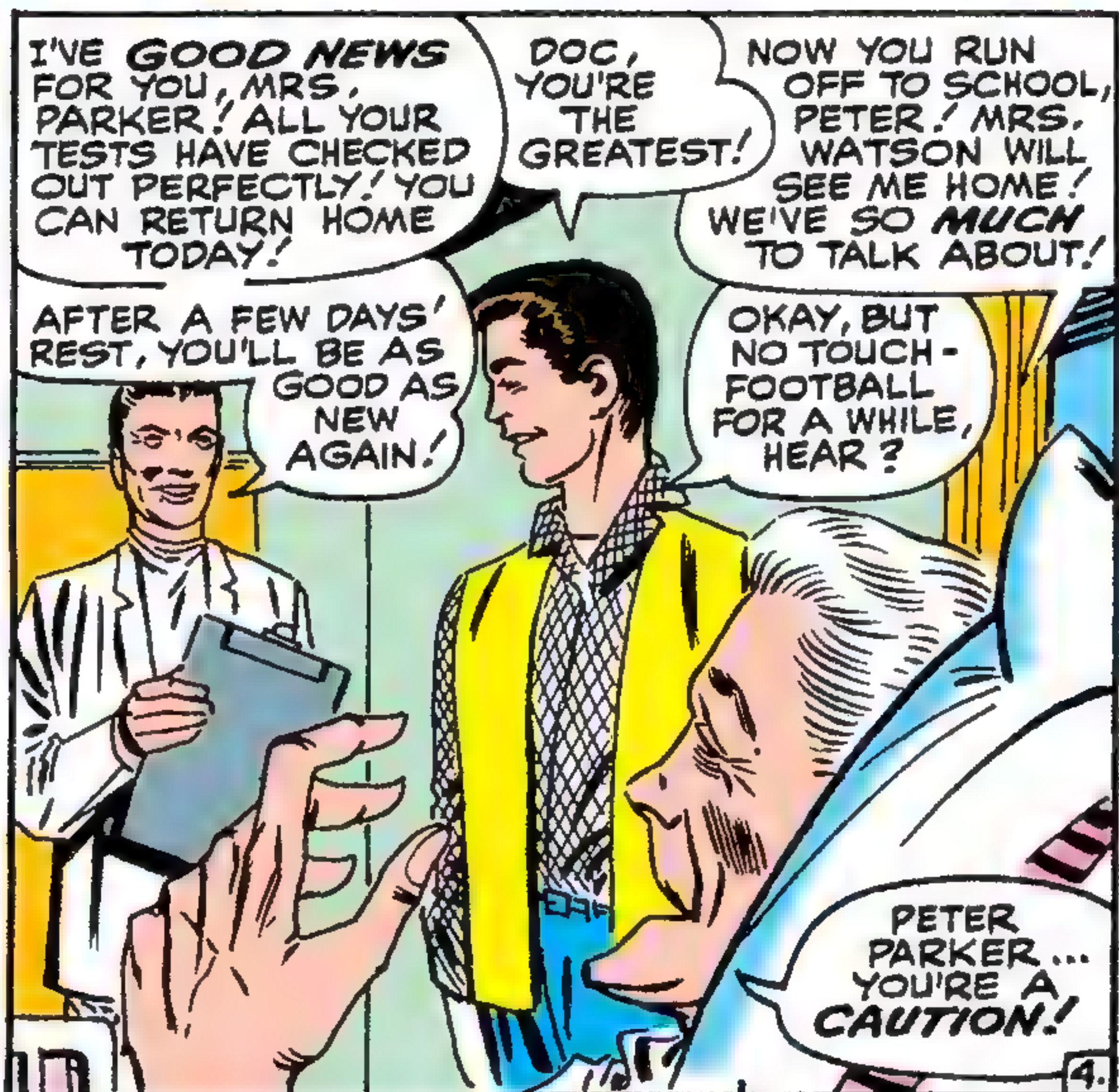
THUS, AT THE HOSPITAL NEXT DAY, WE FIND...

WHY, ANNA WATSON! HOW SWEET OF YOU TO
COME AND VISIT ME!

I'D HAVE COME *SOONER*,
MAY, DEAR... BUT I WAS OUT OF TOWN
AND DIDN'T KNOW YOU WERE ILL!

IT WAS
JUST A
SILLY OLD
OPERATION! BUT PETER
IS THE ONE I'M WORRIED
ABOUT! THE POOR BOY
HASN'T HAD A *SOUL* TO
LOOK AFTER HIM ALL THIS
TIME!

AWW, I'VE BEEN
FINE, AUNT MAY!
HONEST!



I'VE *GOOD NEWS*
FOR YOU, MRS.
PARKER! ALL YOUR
TESTS HAVE CHECKED
OUT PERFECTLY! YOU
CAN RETURN HOME
TODAY!

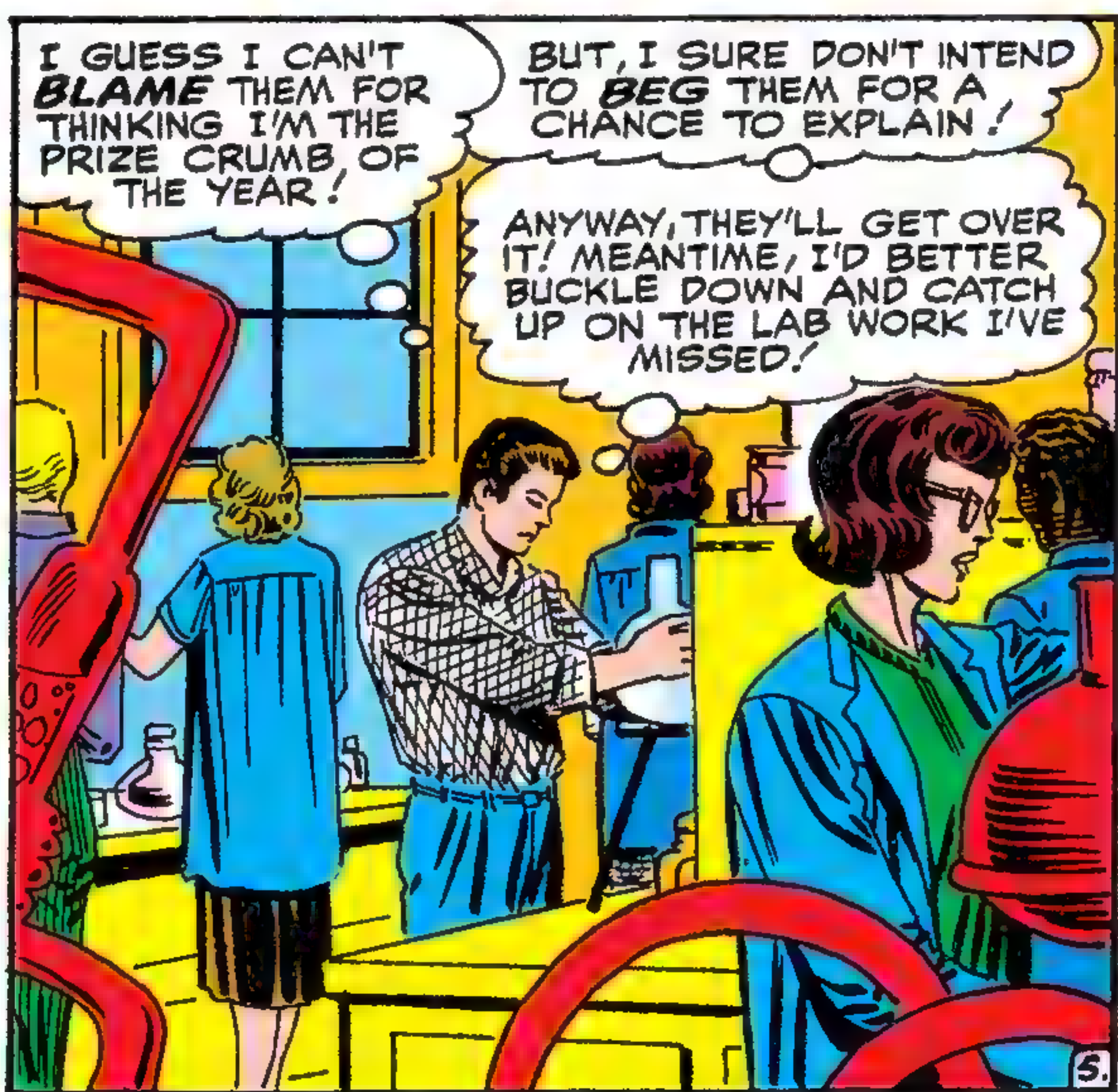
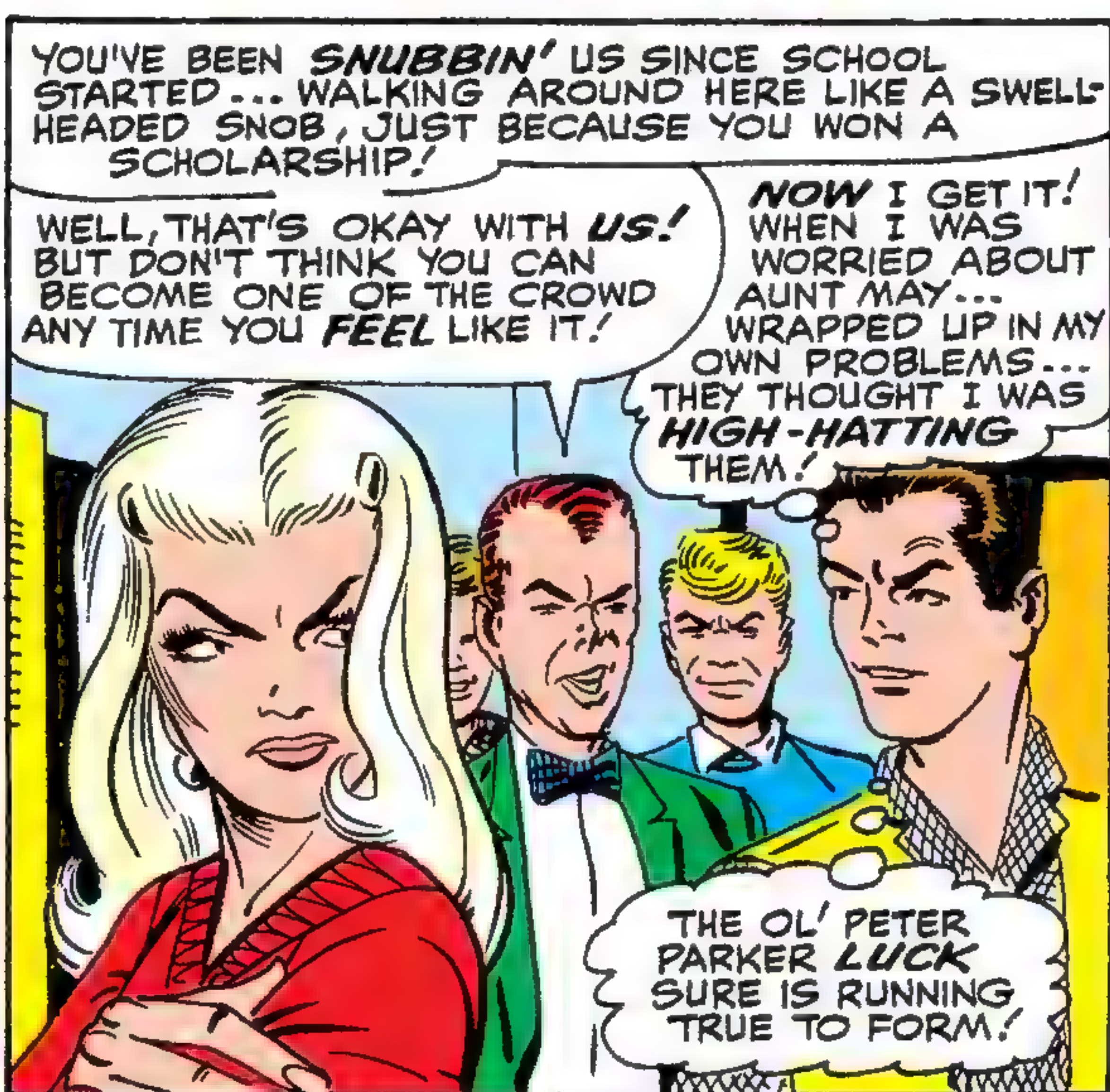
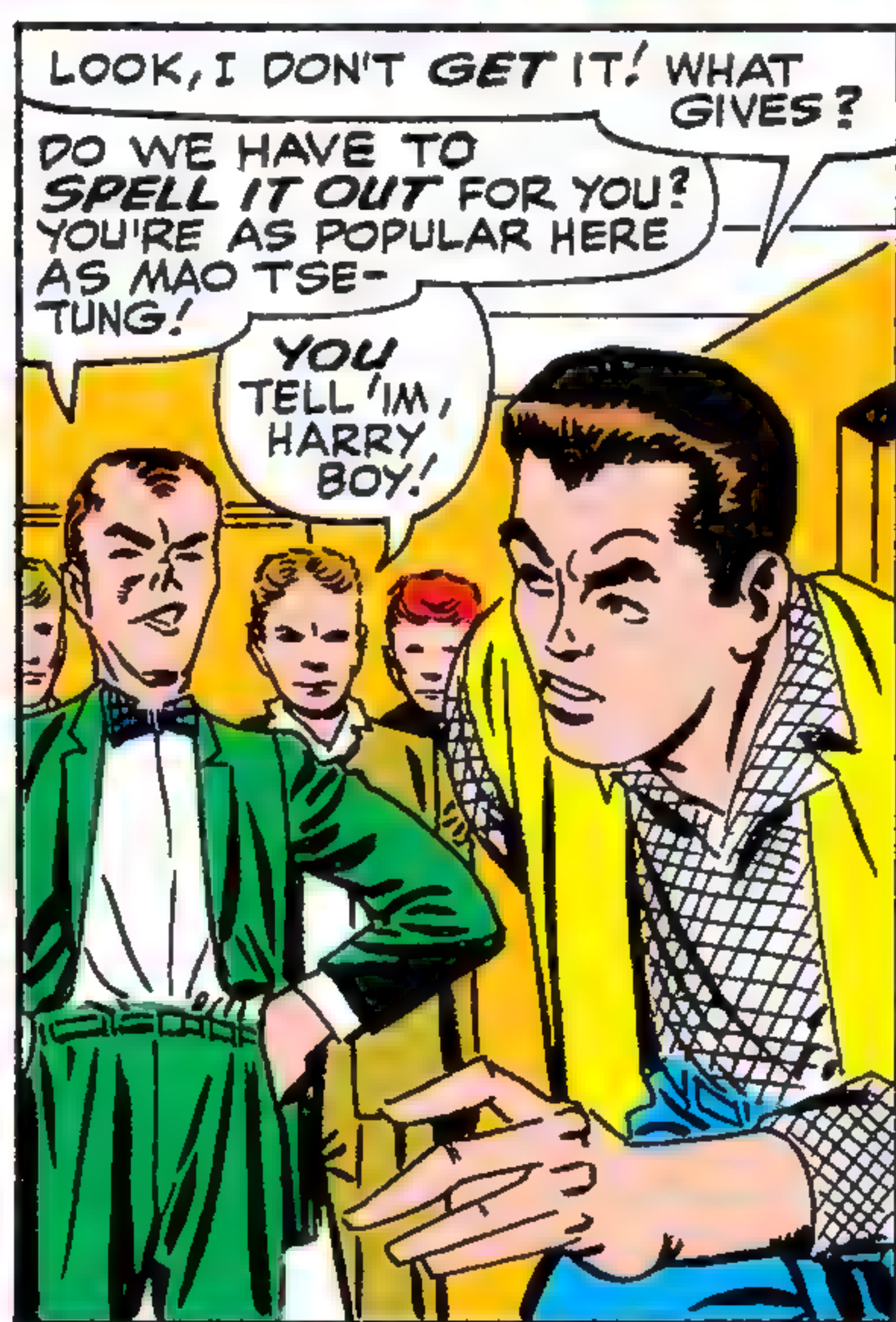
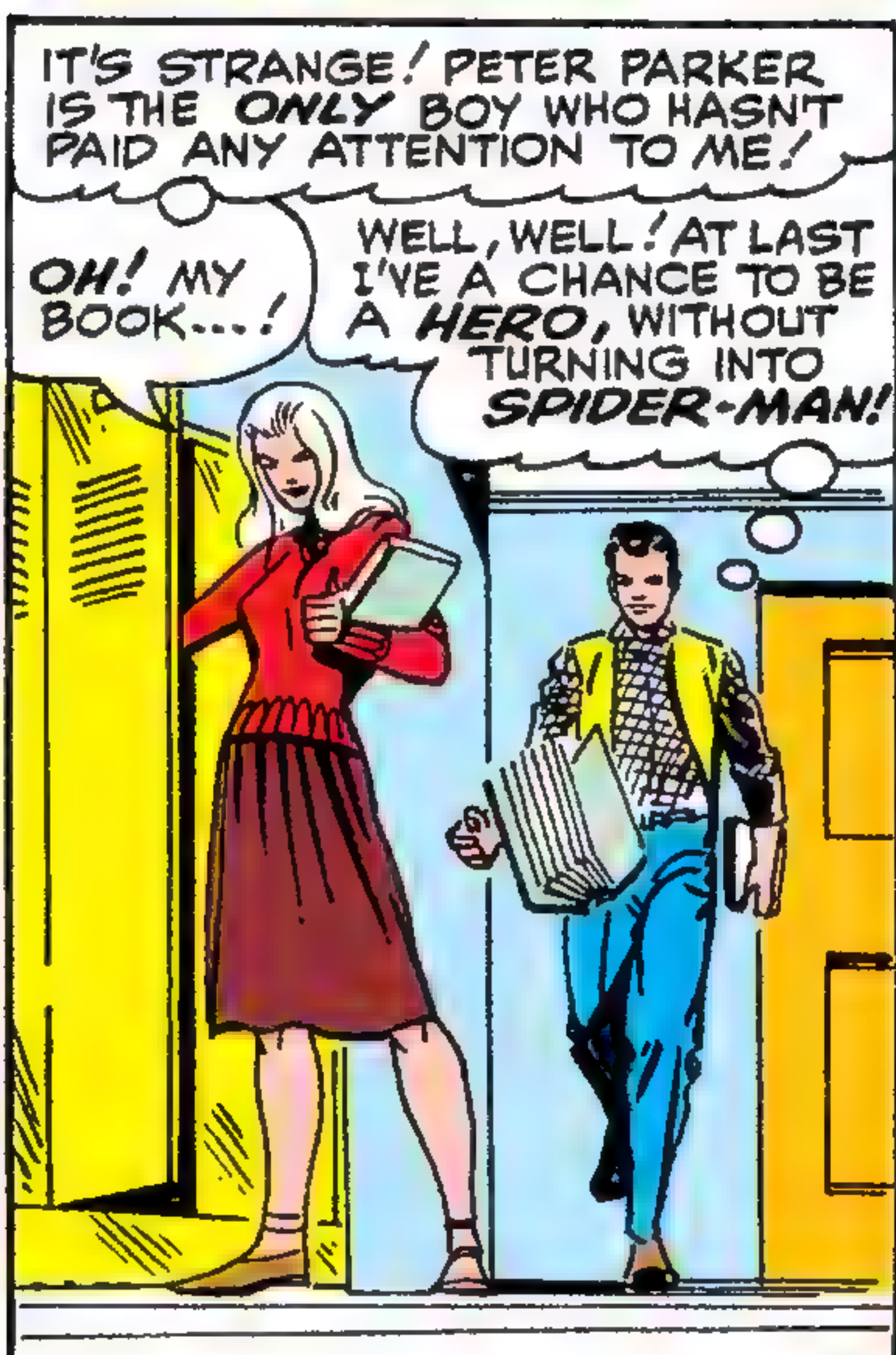
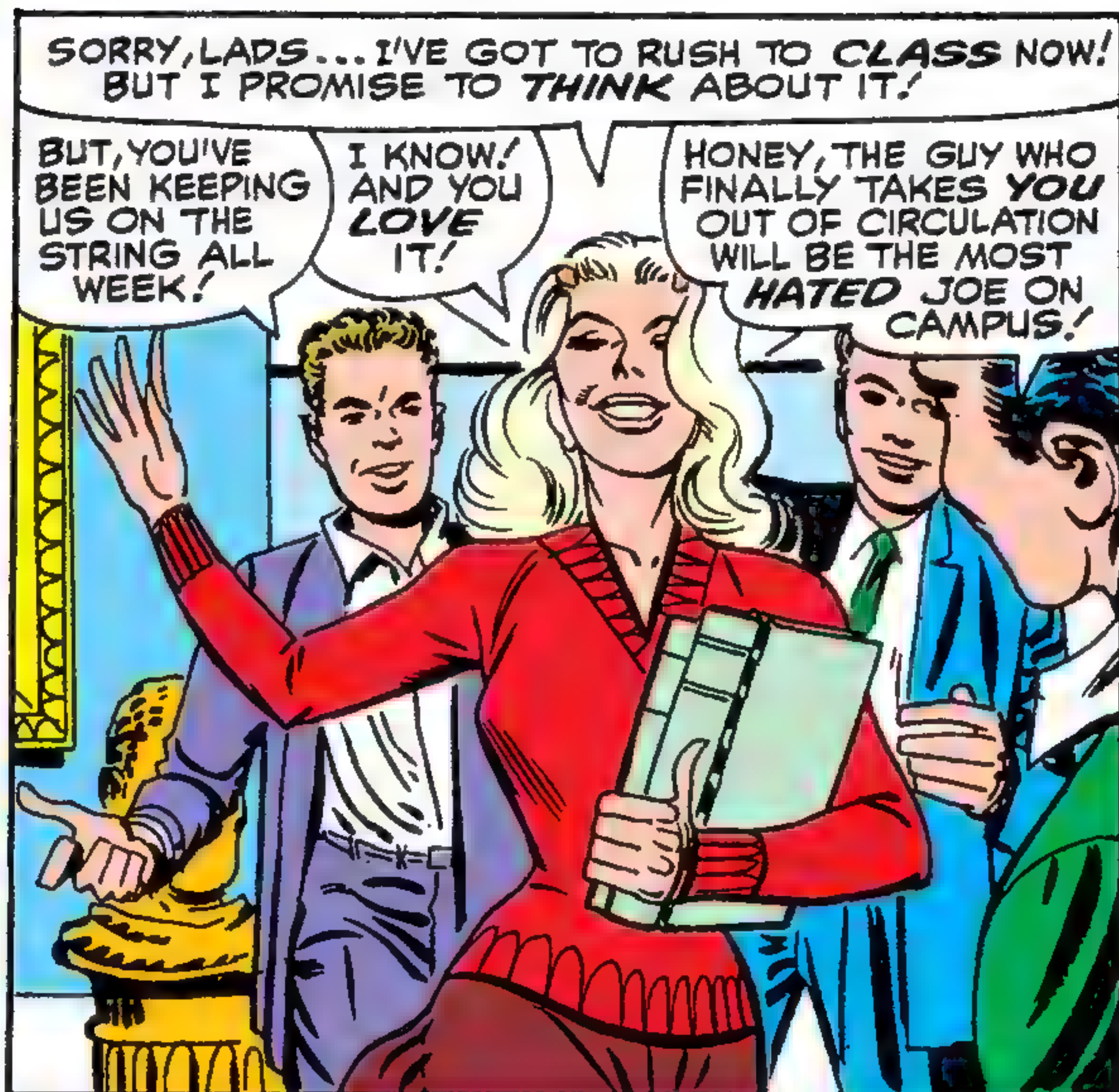
DOC,
YOU'RE
THE
GREATEST!

NOW YOU RUN
OFF TO SCHOOL,
PETER! MRS.
WATSON WILL
SEE ME HOME!
WE'VE SO *MUCH*
TO TALK ABOUT!

AFTER A FEW DAYS'
REST, YOU'LL BE AS
GOOD AS
NEW
AGAIN!

OKAY, BUT
NO TOUCH-
FOOTBALL
FOR A WHILE,
HEAR?

PETER
PARKER...
YOU'RE A
CAUTION!

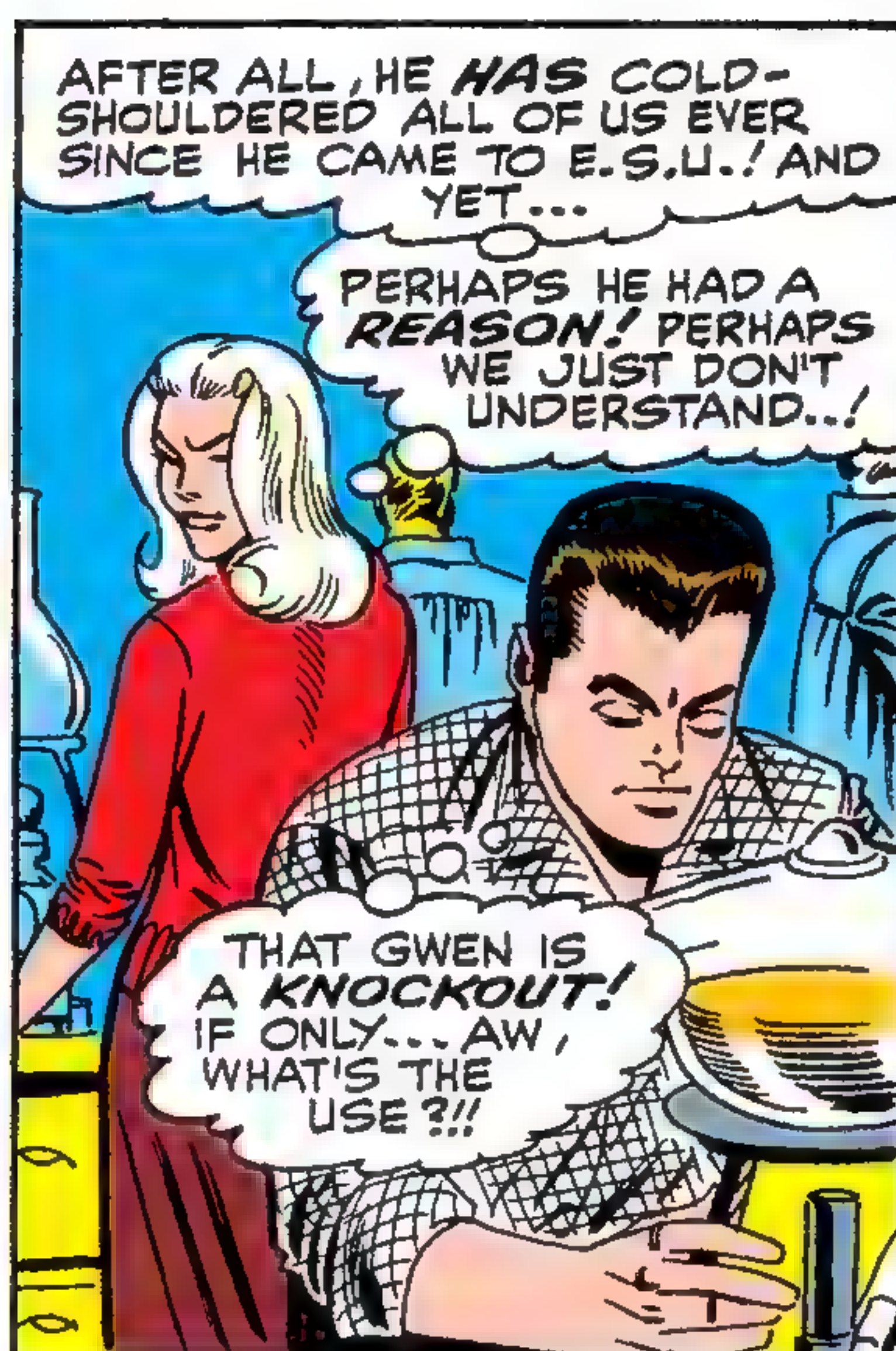




I GUESS WE TOLD THAT EGG-HEAD WHERE TO GET OFF, EH, GWEN?

I GUESS SO, HARRY!

BUT, I WONDER WHY I FEEL A BIT ASHAMED OF MYSELF!



AFTER ALL, HE HAS COLD-SHOULDERED ALL OF US EVER SINCE HE CAME TO E.S.U. AND YET...

PERHAPS HE HAD A REASON! PERHAPS WE JUST DON'T UNDERSTAND...

THAT GWEN IS A KNOCKOUT! IF ONLY... AW, WHAT'S THE USE??!



BUT HE COULDN'T CARE LESS! LOOK AT HIM BENDING OVER THOSE TEST-TUBES! HE DOESN'T EVEN KNOW I EXIST!

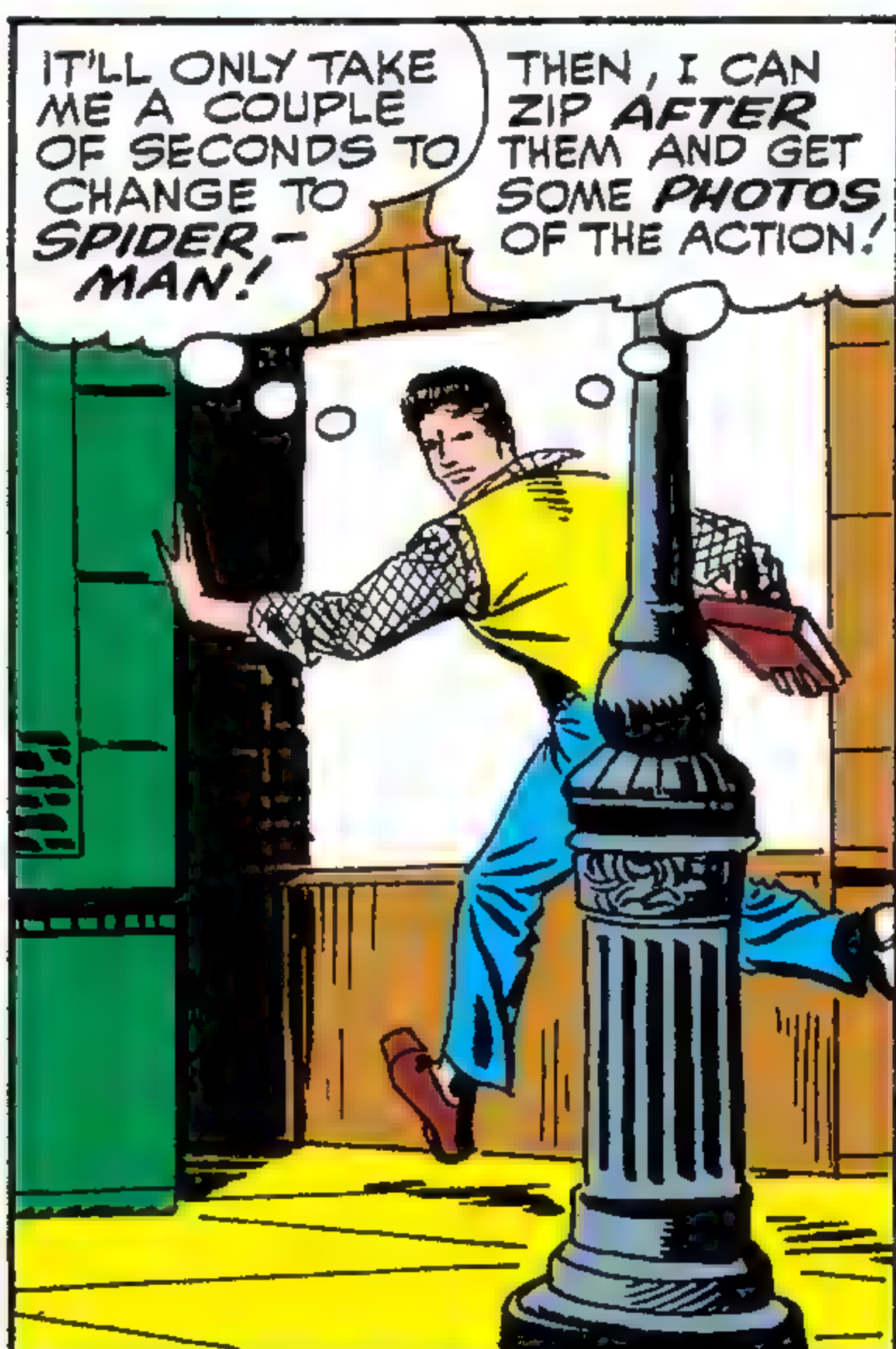
WELL, MR. PETER PARKER... JUST YOU WAIT!



LATER, AFTER CLASS HAS ENDED ...

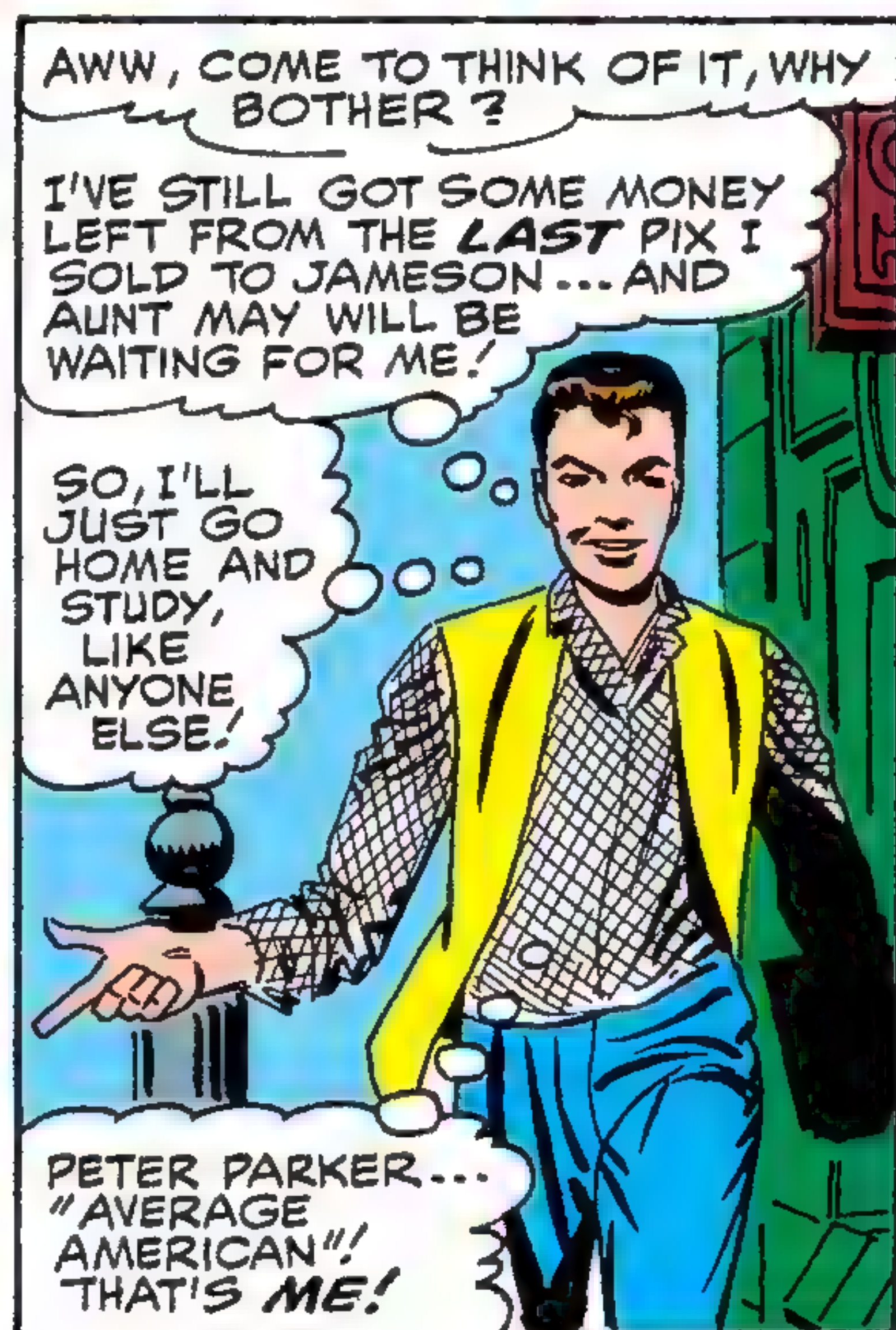
POLICE SIRENS! SOMETHING MUST HAVE HAPPENED! LOOK AT THEM GO!

WHEEEEEEEEE



IT'LL ONLY TAKE ME A COUPLE OF SECONDS TO CHANGE TO SPIDER-MAN!

THEN, I CAN ZIP AFTER THEM AND GET SOME PHOTOS OF THE ACTION!



AWW, COME TO THINK OF IT, WHY BOTHER?

I'VE STILL GOT SOME MONEY LEFT FROM THE LAST PIX I SOLD TO JAMESON... AND AUNT MAY WILL BE WAITING FOR ME!

SO, I'LL JUST GO HOME AND STUDY, LIKE ANYONE ELSE!

PETER PARKER... "AVERAGE AMERICAN"! THAT'S ME!



BUT, OUR "AVERAGE AMERICAN'S" SELF-IMPOSED VACATION IS DESTINED TO END MUCH SOONER THAN HE SUSPECTS! FOR, NOT LONG AFTERWARDS...

THIS IS THE PLACE! I KNEW I'D FIND IT AGAIN!

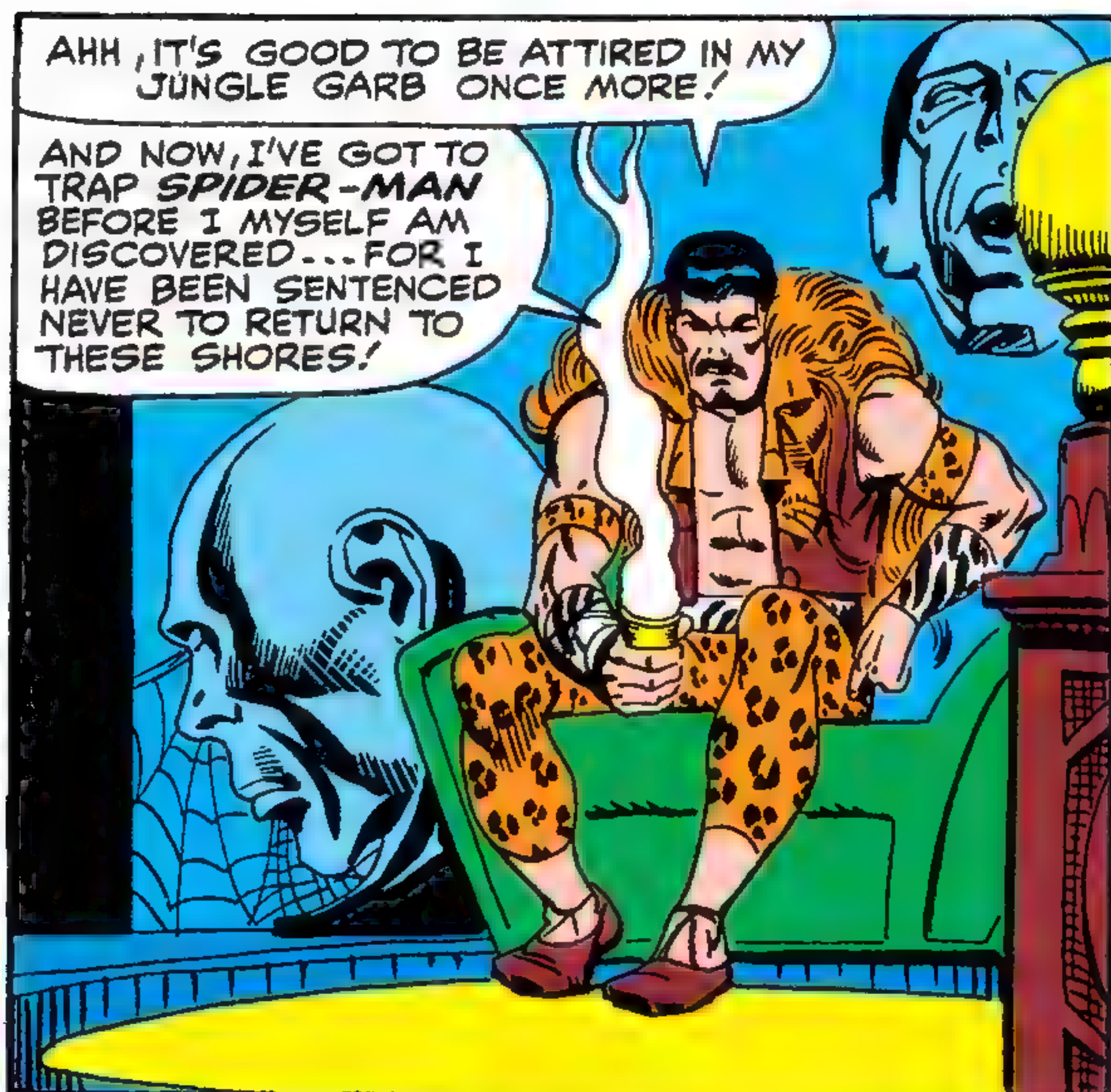


IT'S THE CHAMELEON'S LAST HIDEOUT... THE ONE HE USED WHEN THE TWO OF US TEAMED UP!

I DON'T CARE WHAT HAPPENED TO HIM, SO LONG AS HE STAYS AWAY TILL MY MISSION IS OVER!



FOR, THE TIME HAS COME FOR KRAVEN TO BEGIN HIS GREATEST HUNT!



AHH, IT'S GOOD TO BE ATTIRED IN MY JUNGLE GARB ONCE MORE!

AND NOW, I'VE GOT TO TRAP SPIDER-MAN BEFORE I MYSELF AM DISCOVERED... FOR I HAVE BEEN SENTENCED NEVER TO RETURN TO THESE SHORES!



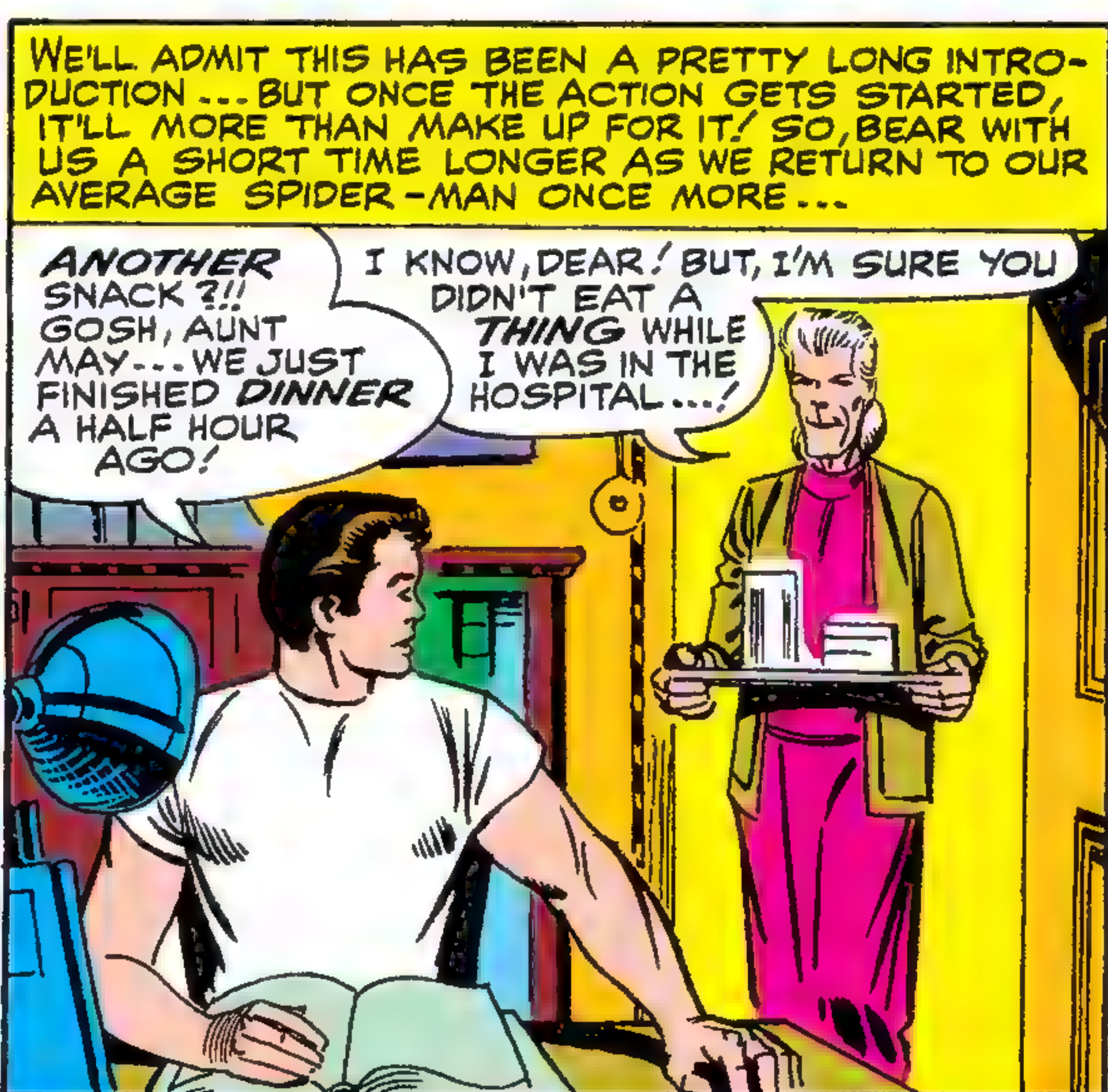
BUT, IT IS WORTH THE *RISK*... WORTH WHATEVER PRICE I MAY HAVE TO PAY... TO DESTROY THE ONE I LOATHE THE MOST IN ALL THE WORLD!

NOW, I MUST FIND A WAY TO MAKE HIM *WANT* TO FIGHT ME! I NEED *BAIT*... JUST THE RIGHT BAIT FOR SO DANGEROUS A QUARRY!



THEN, AFTER LONG HOURS OF CAREFUL PLANNING... SCHEMING...

I *HAVE* IT! THE PERFECT *LURE*! JUST THE THING TO LEAD HIM TO MY *TRAP*... AND THEN, *THE HUNT* SHALL BEGIN!



WE'LL ADMIT THIS HAS BEEN A PRETTY LONG INTRODUCTION... BUT ONCE THE ACTION GETS STARTED, IT'LL MORE THAN MAKE UP FOR IT! SO, BEAR WITH US A SHORT TIME LONGER AS WE RETURN TO OUR AVERAGE SPIDER-MAN ONCE MORE...

ANOTHER SNACK?!! GOSH, AUNT MAY... WE JUST FINISHED *DINNER* A HALF HOUR AGO!

I KNOW, DEAR! BUT, I'M SURE YOU DIDN'T EAT A *THING* WHILE I WAS IN THE HOSPITAL...!

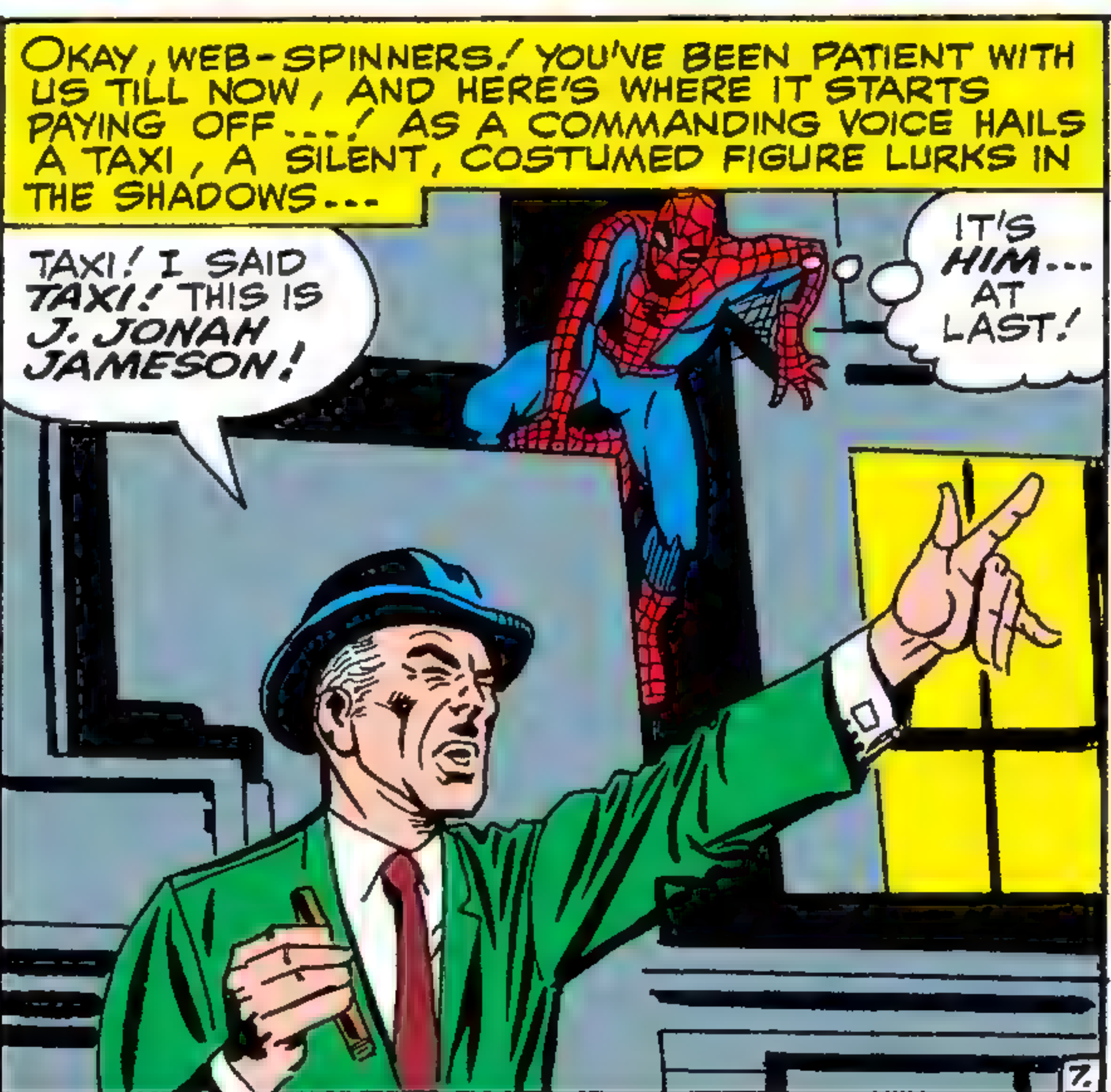


THAT'S IT, PETER! A BOY YOUR AGE NEEDS A LOT OF NOURISHMENT! ESPECIALLY SINCE YOU'VE BEEN *STUDYING* SO HARD!

IN FACT, I WONDER IF IT WOULDN'T BE A GOOD IDEA FOR YOU TO HAVE A *HOBBY*? SOMETHING TO HELP YOU RELAX FROM YOUR STUDIES!

NOW DON'T YOU WORRY ABOUT IT, AUNT MAY! IT HAPPENS THAT I *DO* HAVE A LITTLE HOBBY!

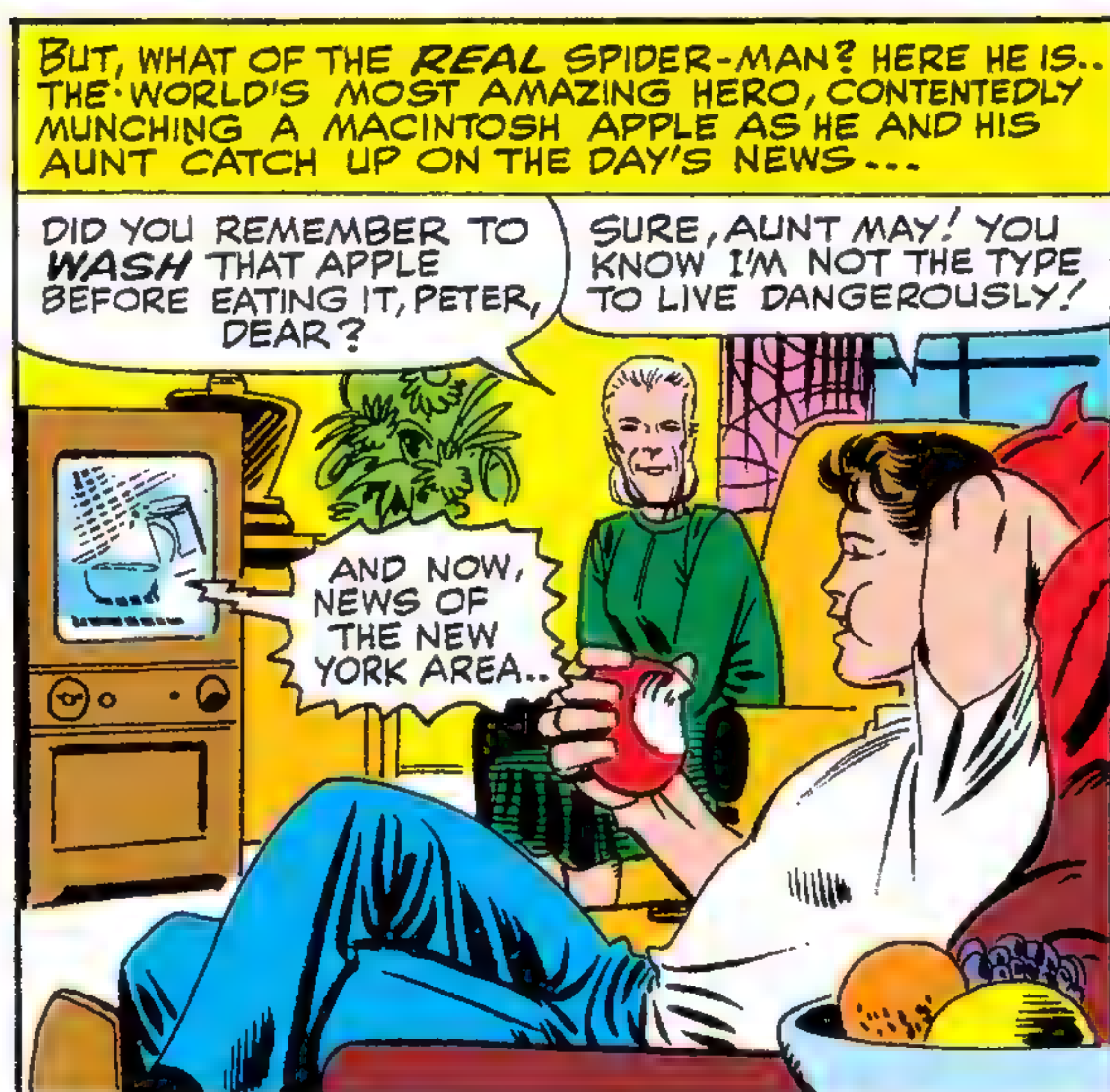
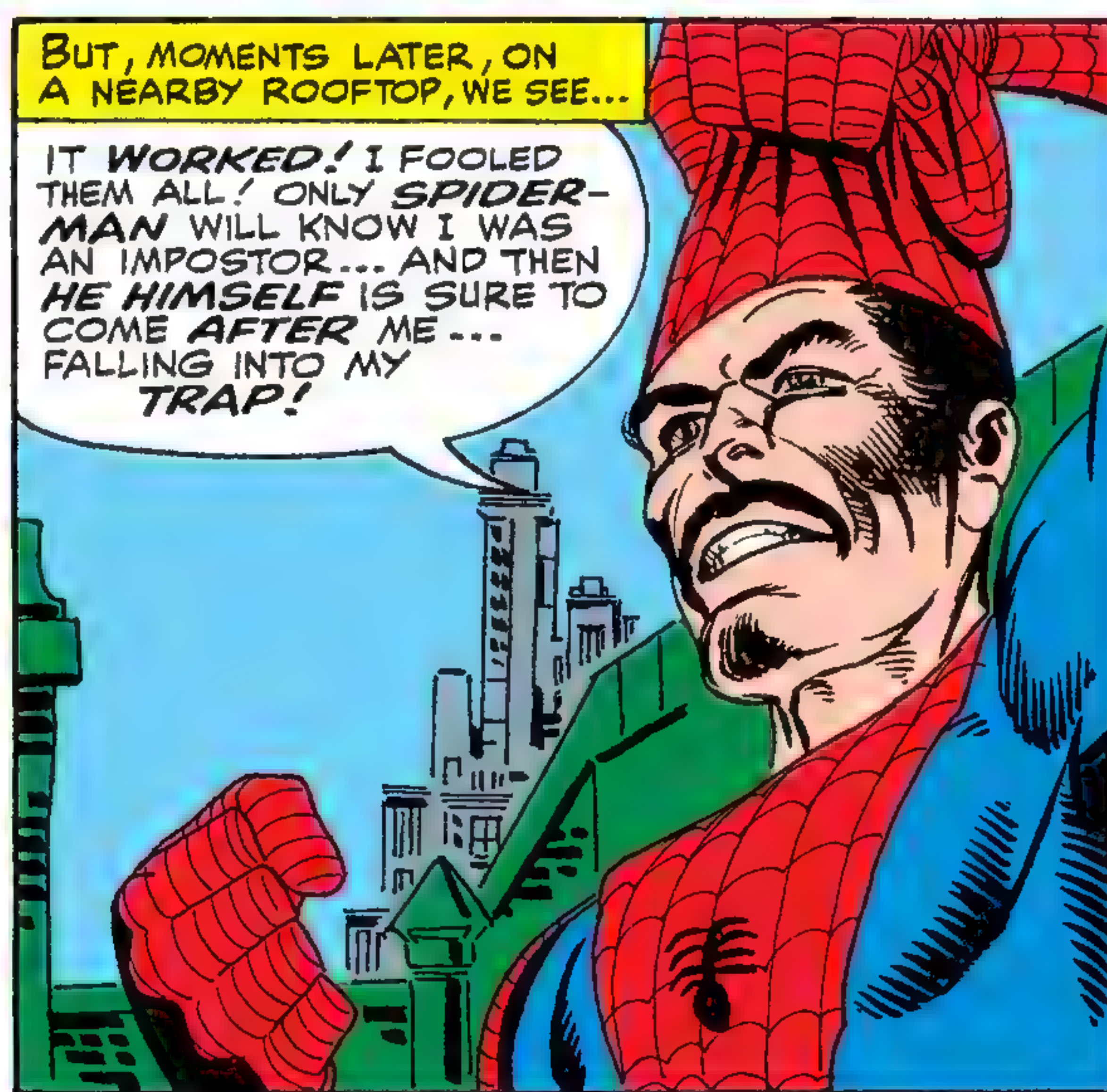
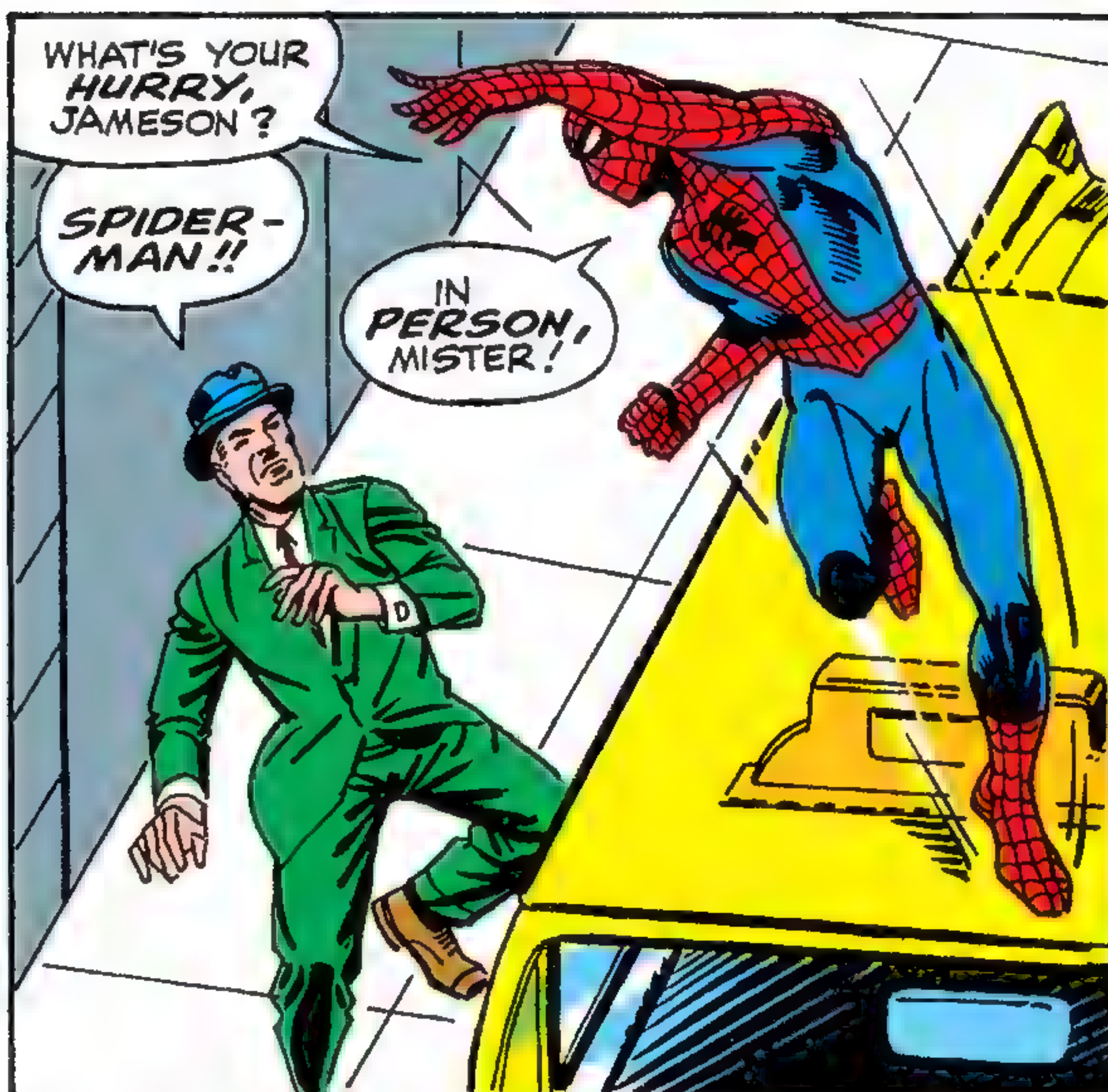
LIKE SWINGING ACROSS ROOF-TOPS, AND CLIMBING UP WALLS!

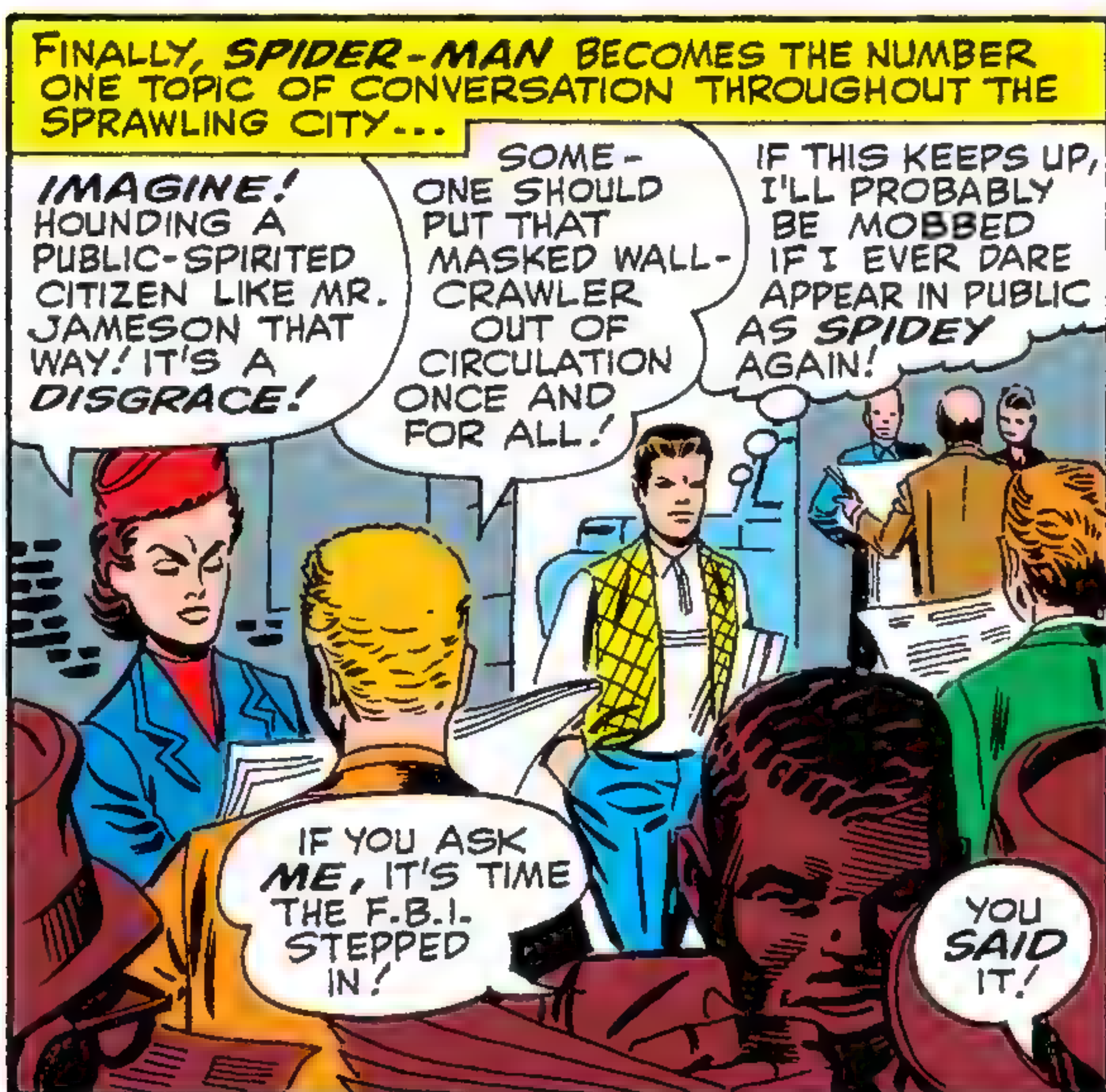
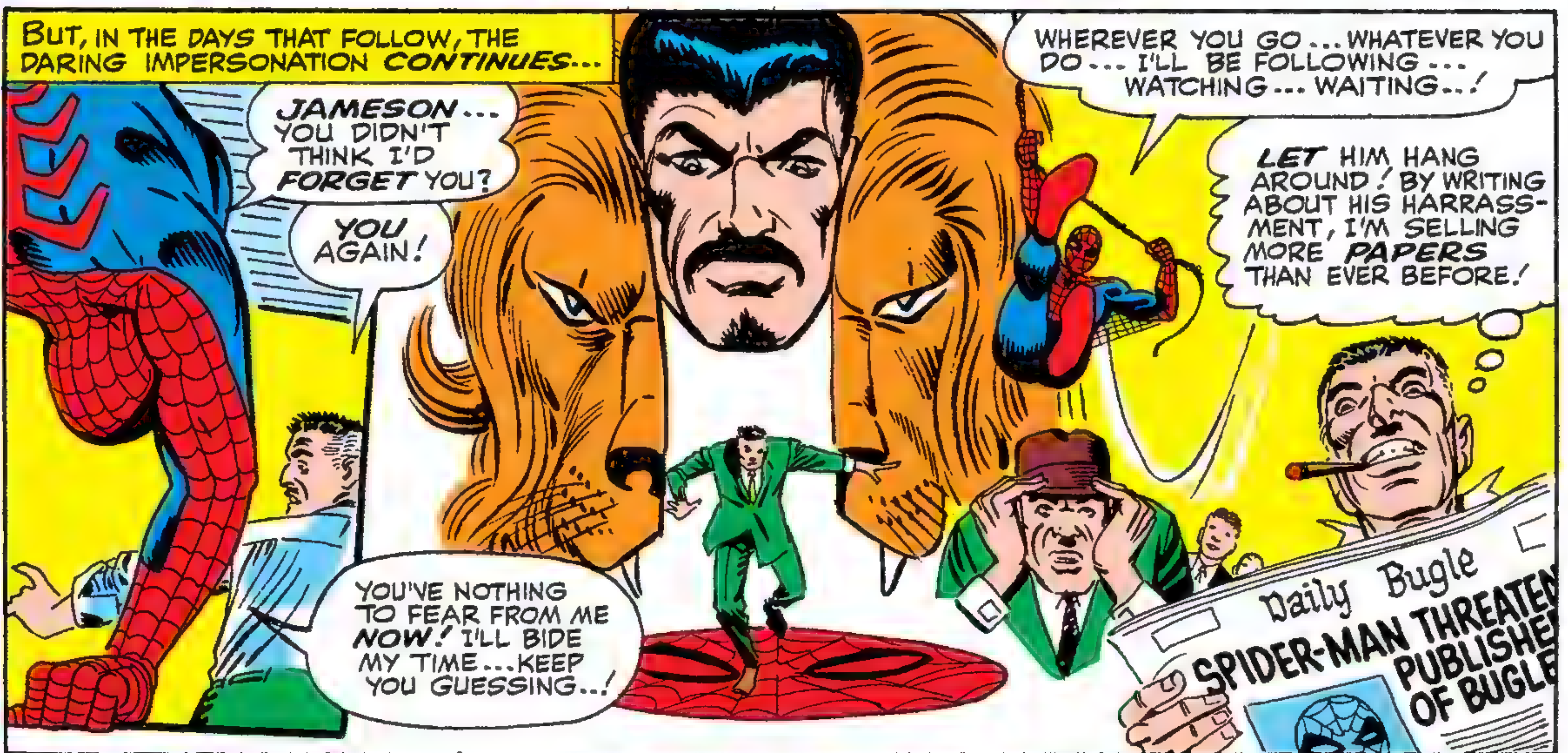


OKAY, WEB-SPINNERS! YOU'VE BEEN PATIENT WITH US TILL NOW, AND HERE'S WHERE IT STARTS PAYING OFF...! AS A COMMANDING VOICE HAILS A TAXI, A SILENT, COSTUMED FIGURE LURKS IN THE SHADOWS...

TAXI! I SAID TAXI! THIS IS J. JONAH JAMESON!

IT'S HIM... AT LAST!





THE DECISION MADE, ALL THAT REMAINS IS TO FORMULATE A PLAN OF ACTION...

SPIDEY IS STILL GETTING **STAR BILLING** ON ALL THE NEWS PROGRAMS! AND NONE OF THE REPORTS ARE **FLATTERING!**

BUT, HOW DO I GO WALTZING OUT TONIGHT WITHOUT WORRYING AUNT MAY??

RRINGING!

MRS. WATSON! I JUST FEEL LIKE HAVING A GOOD, OLD-FASHIONED CHAT, MAY, DEAR!

SO DO I, ANNA! I'VE GOT THE TASTIEST COOKIES... AND TEA WILL BE READY IN NO TIME!

SINCE YOU'RE PLANNING A CHIN-FEST, I THINK I'LL GO TO A MOVIE, AUNT MAY!

ALL RIGHT, DEAR! HAVE A GOOD TIME... BUT DON'T SEE ONE OF THOSE AWFUL **SCARY** FILMS! IT MIGHT GIVE YOU NIGHTMARES!

THAT'S WHAT I ALWAYS TELL MARY JANE!

--WHEW! THANK GOODNESS FOR MRS. WATSON!

AND NOW, IT'S TIME FOR THE **REAL SPIDER-MAN** TO GO INTO ACTION!

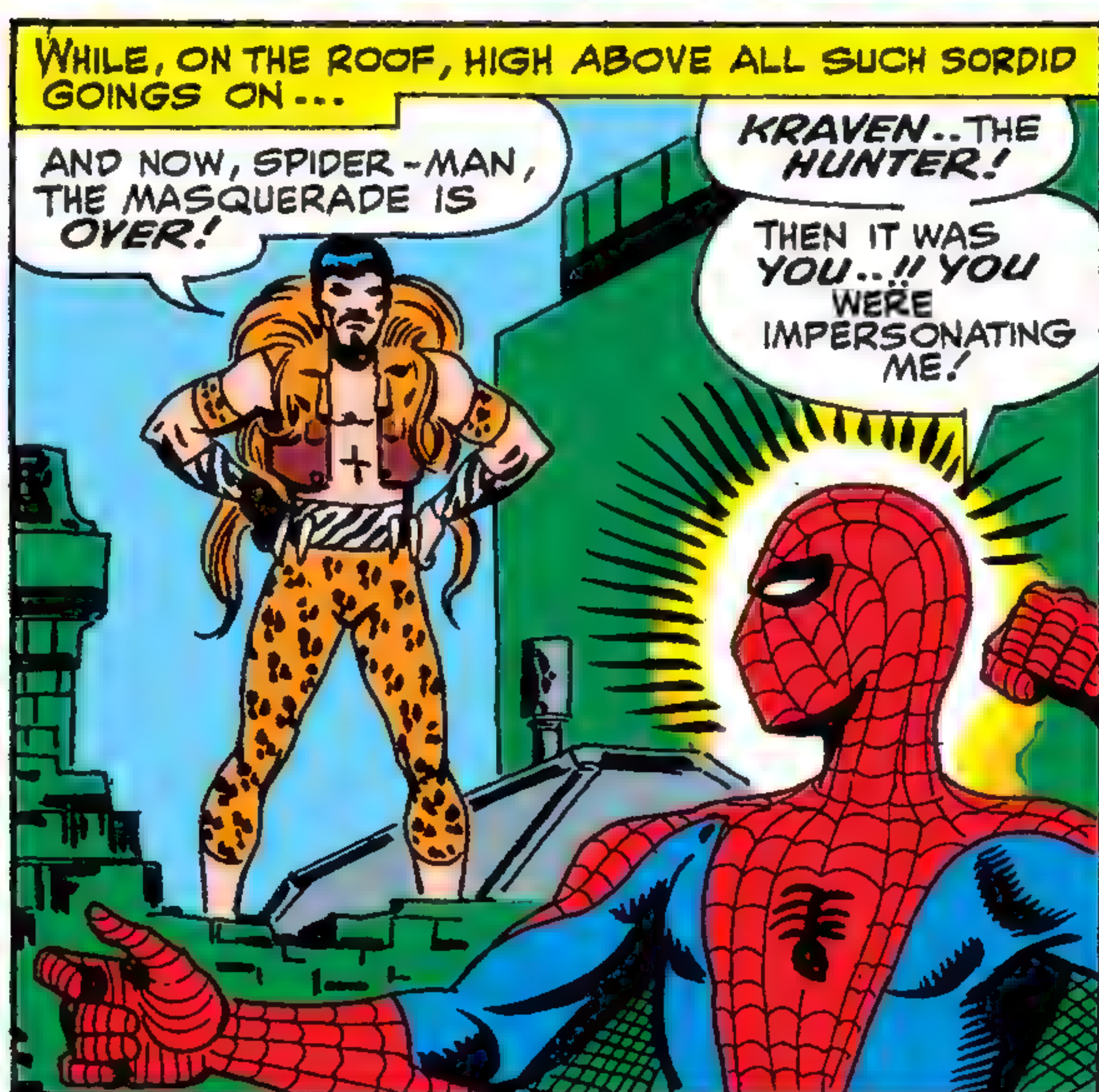
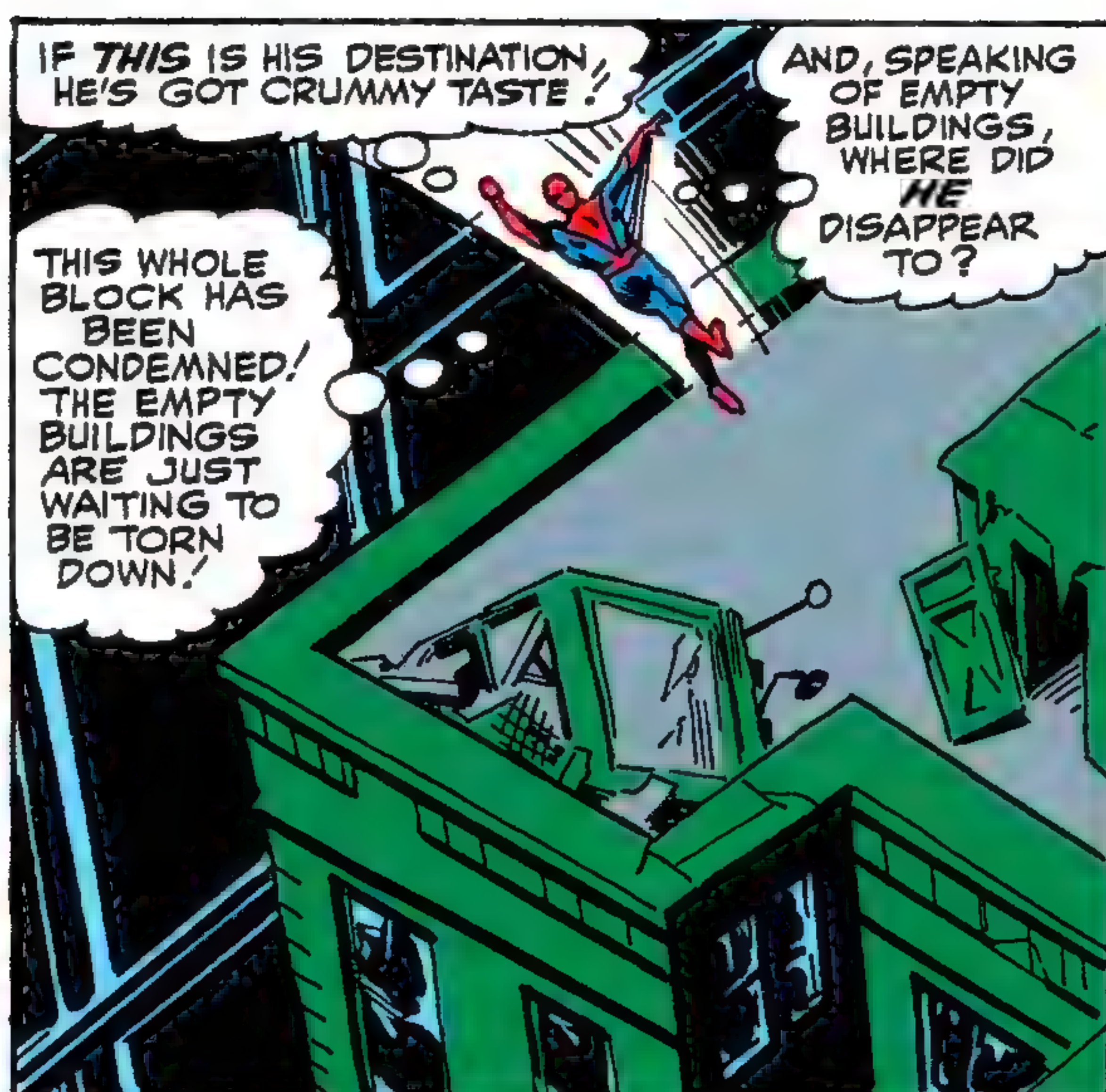
SINCE THE PHONY FINK WHO'S BEEN IMPERSONATING ME SEEMS TO HANG AROUND JOLLY JONAH, THEN MY FIRST STOP IS THE **DAILY BUGLE BUILDING!**

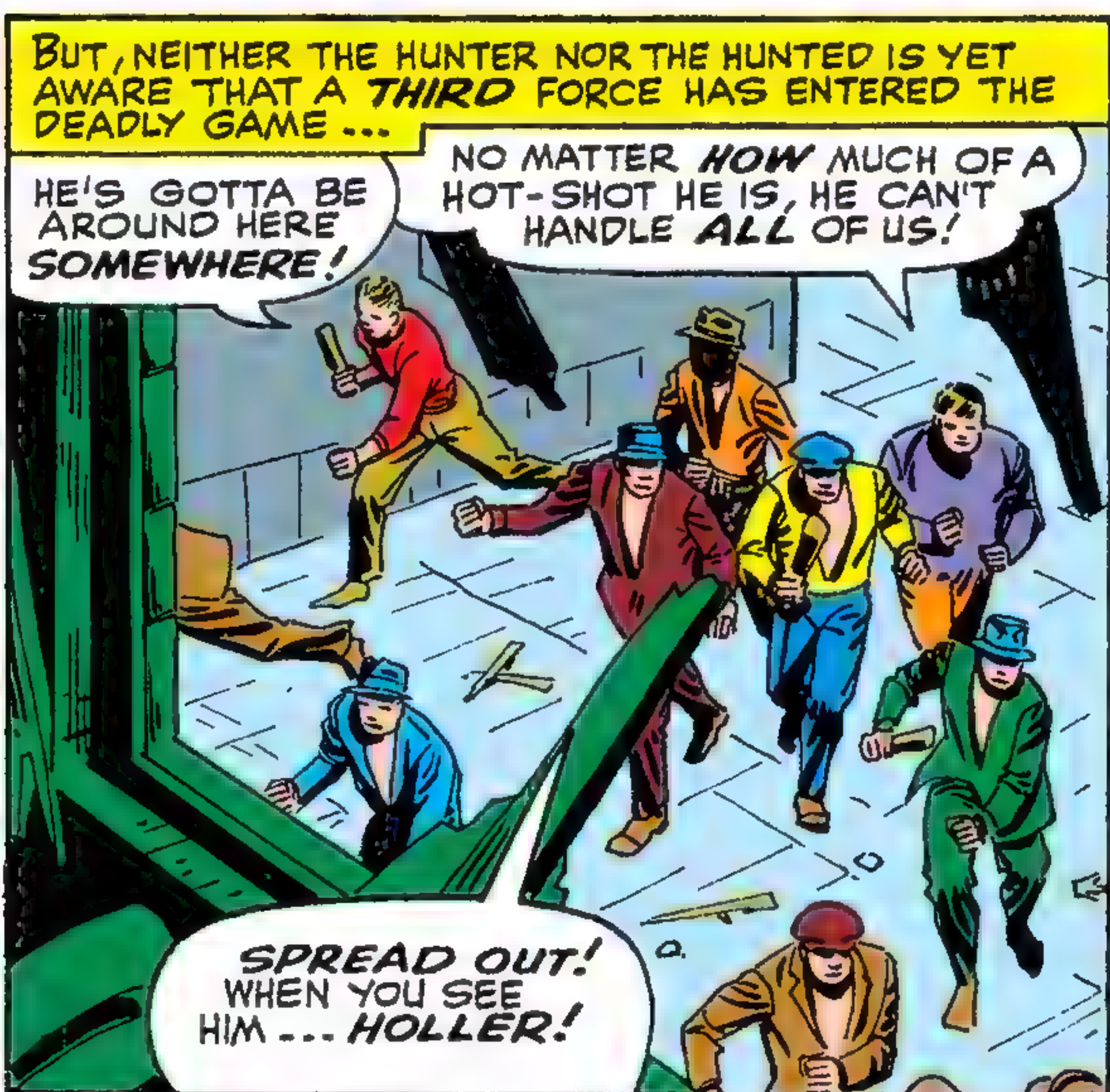
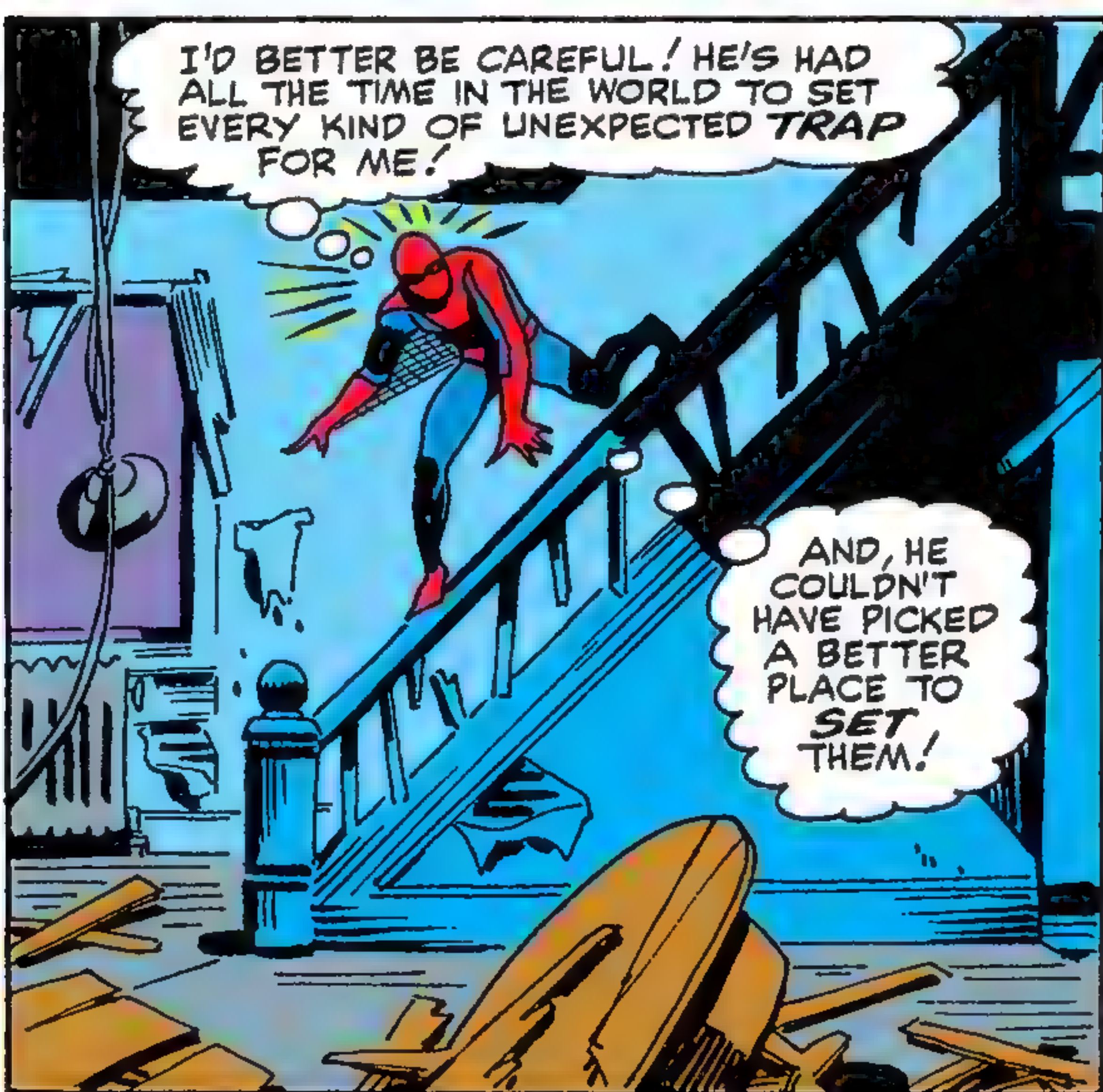
HERE IT IS! NOW TO... **HEY!!**

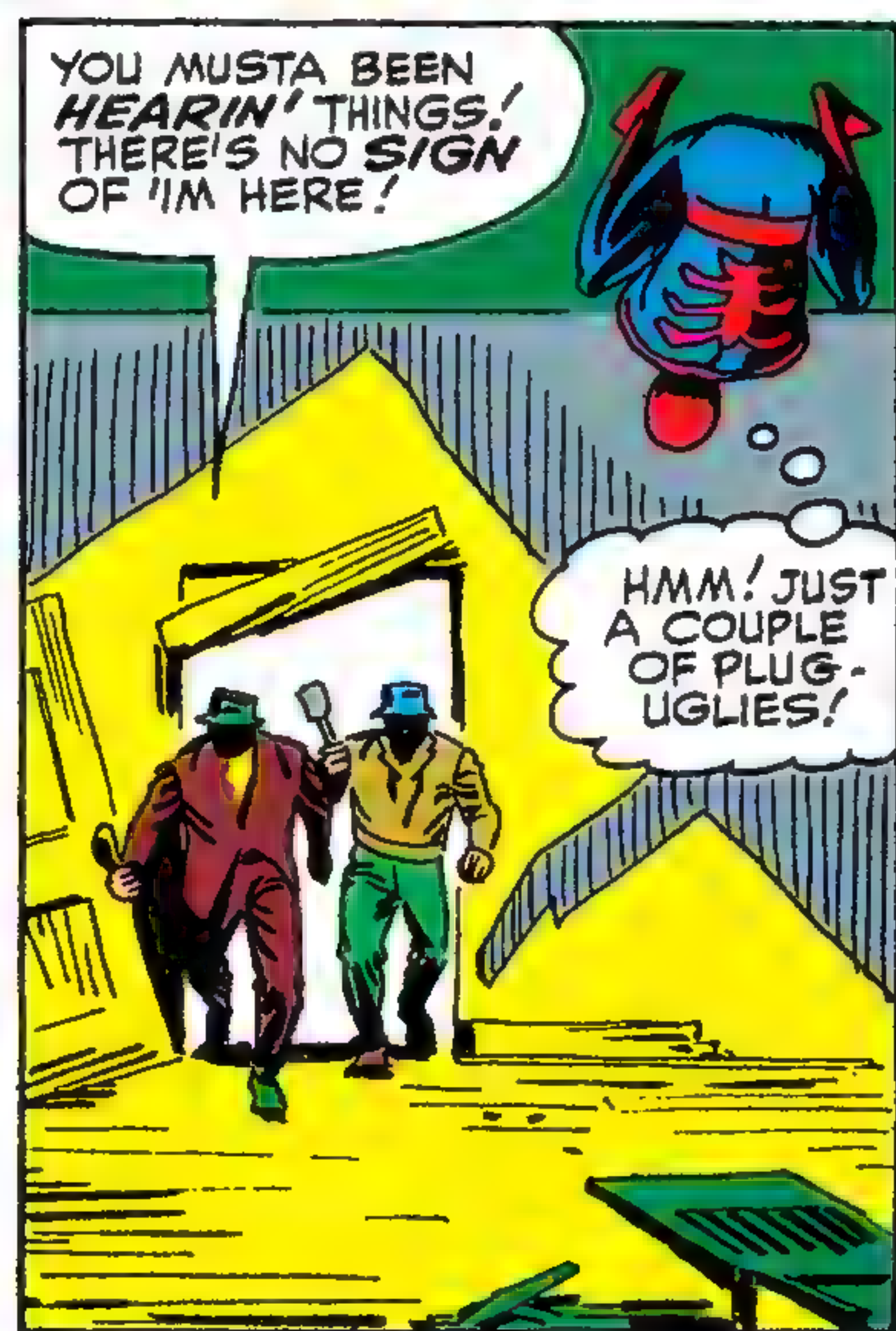
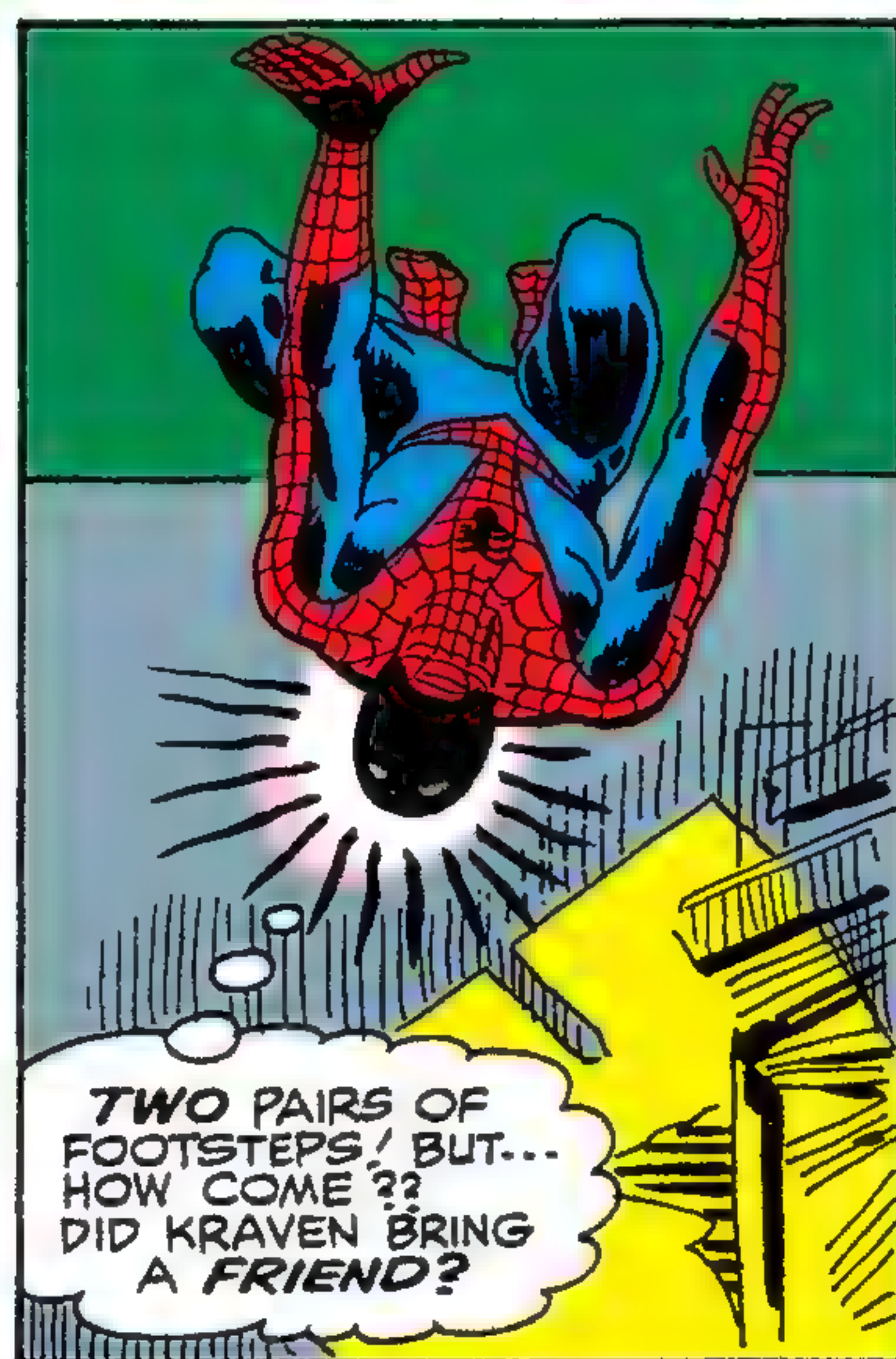
IT'S JUST THE ONE I'M **LOOKING** FOR! HE'S DELIBERATELY ATTRACTING MY ATTENTION! NICE OF HIM TO MAKE IT **EASY** FOR ME!

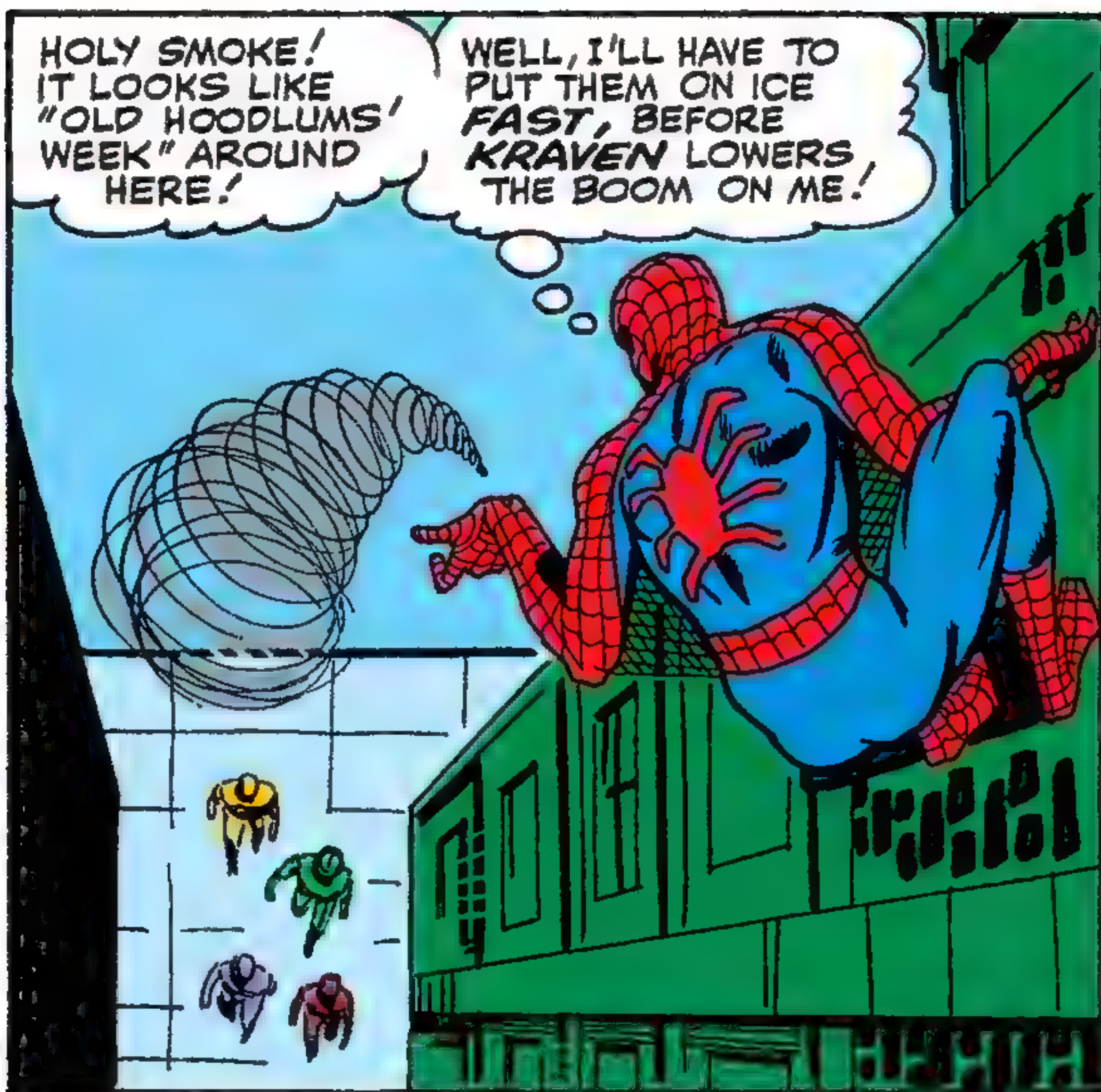
HE MUST BE **NUTS!** NOW THAT HE MADE ME **SPOT** HIM, HE'S RUNNING AWAY FROM ME! OR, IS THERE **MORE** TO IT THAN THAT?

HE MIGHT BE TRYING TO **LEAD** ME SOMEWHERE!



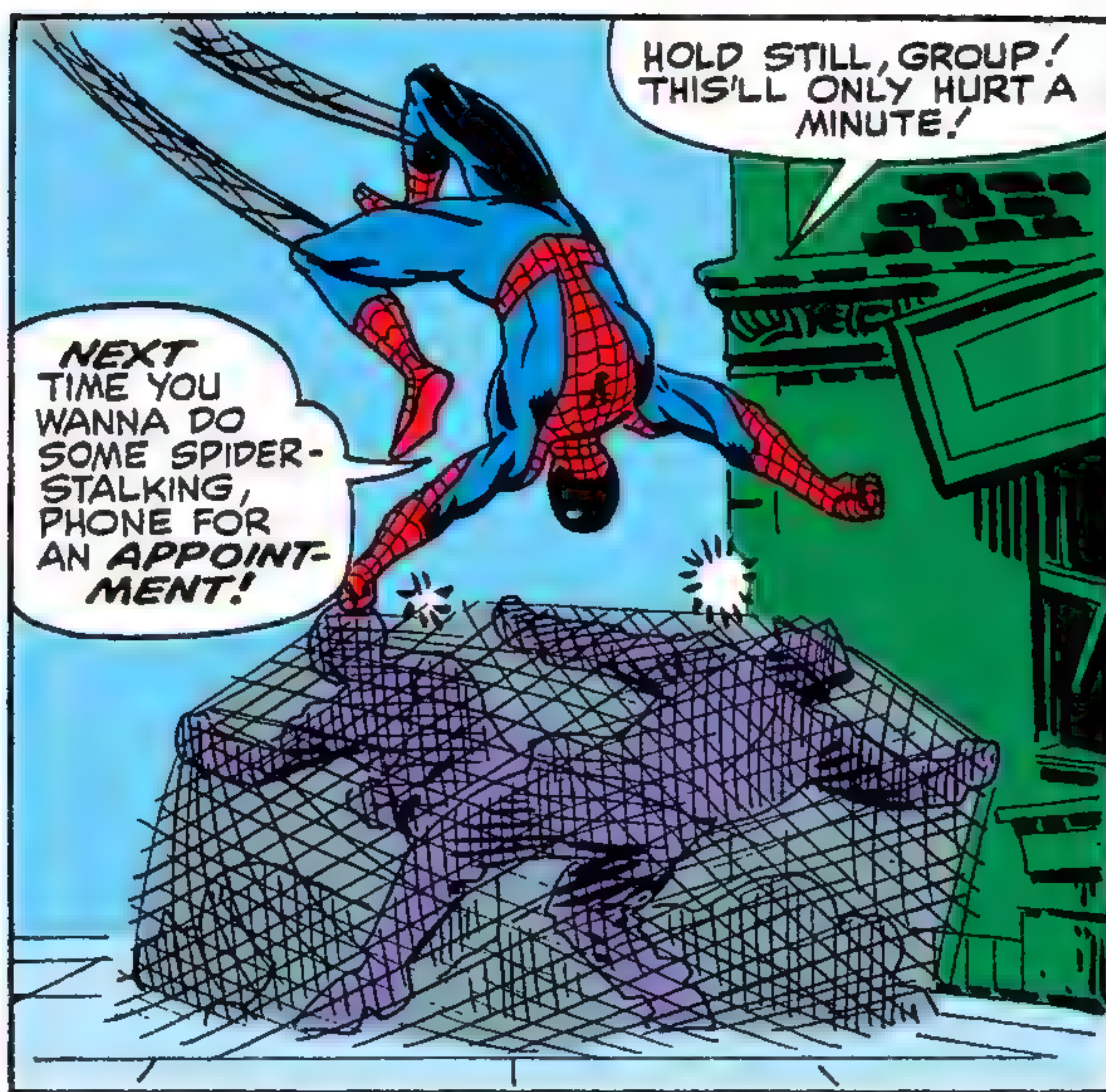






HOLY SMOKE!
IT LOOKS LIKE
"OLD HOODLUMS'
WEEK" AROUND
HERE!

WELL, I'LL HAVE TO
PUT THEM ON ICE
FAST, BEFORE
KRAVEN LOWERS
THE BOOM ON ME!



HOLD STILL, GROUP!
THIS'LL ONLY HURT A
MINUTE!

NEXT
TIME YOU
WANNA DO
SOME SPIDER-
STALKING,
PHONE FOR
AN APPOINT-
MENT!



AND THAT'S
THAT! I SURE
HOPE THEY
WERE THE
LAST OF
THEM!

WAIT! MY
SPIDER SENSE
...IT'S STARTING
TO TINGLE!



KRAVEN'S JUNGLE SCENT
DULLED IT! IT SHOULD
HAVE WARNED ME
SOONER!

THERE'S
DANGER
INSIDE....!



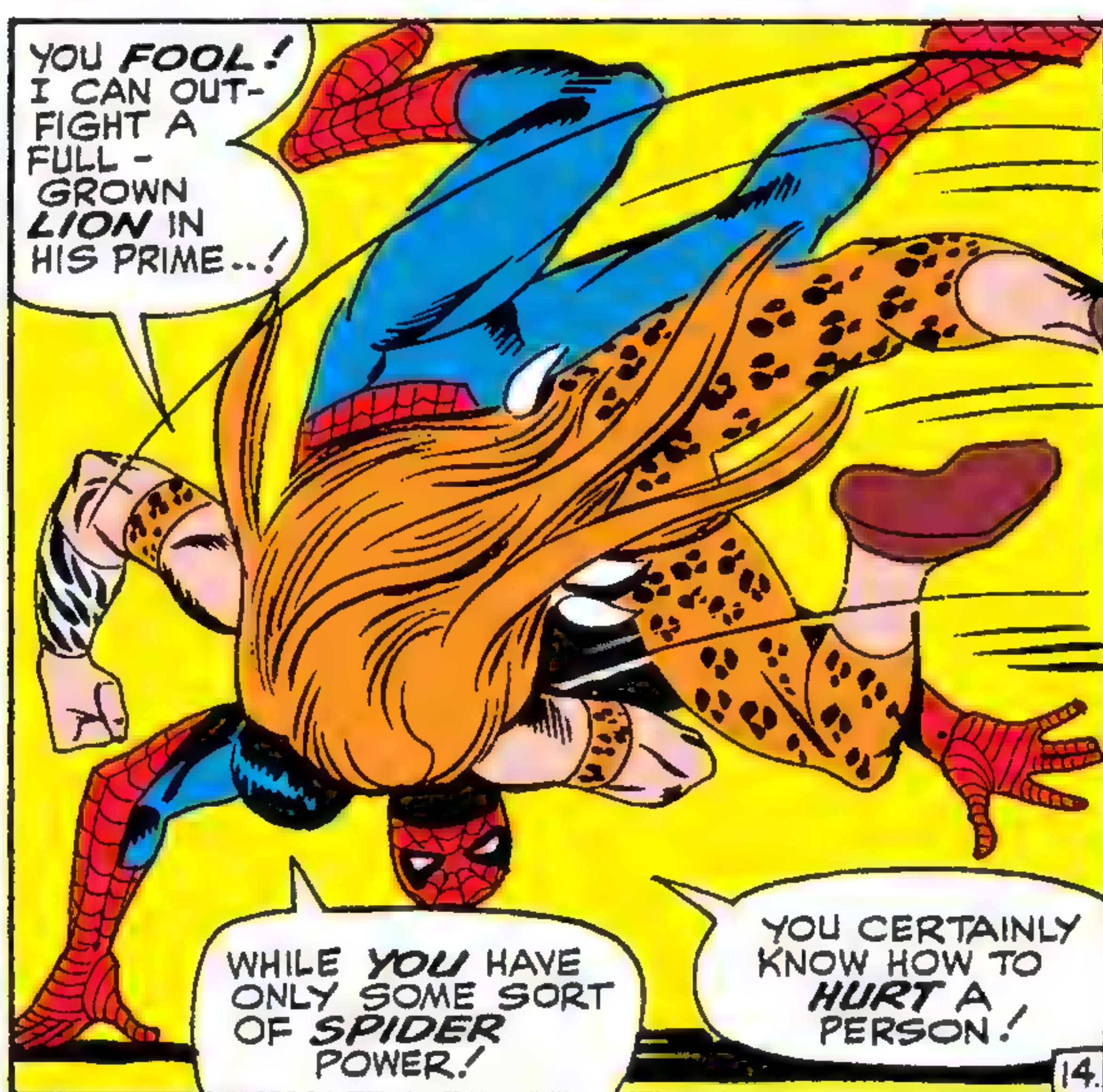
MAYBE THERE'S STILL
TIME! I STOPPED MYSELF
WITH MY HANDS... NOW, IF
I CAN JUST DO A BACK-
FLIP OUT...!



BUT, BEFORE THE AMAZING ADVENTURER CAN MAKE
A MOVE...

TOO LATE,
SPIDER-MAN!
THE HUNT IS
ENDED! I'VE
GOT YOU

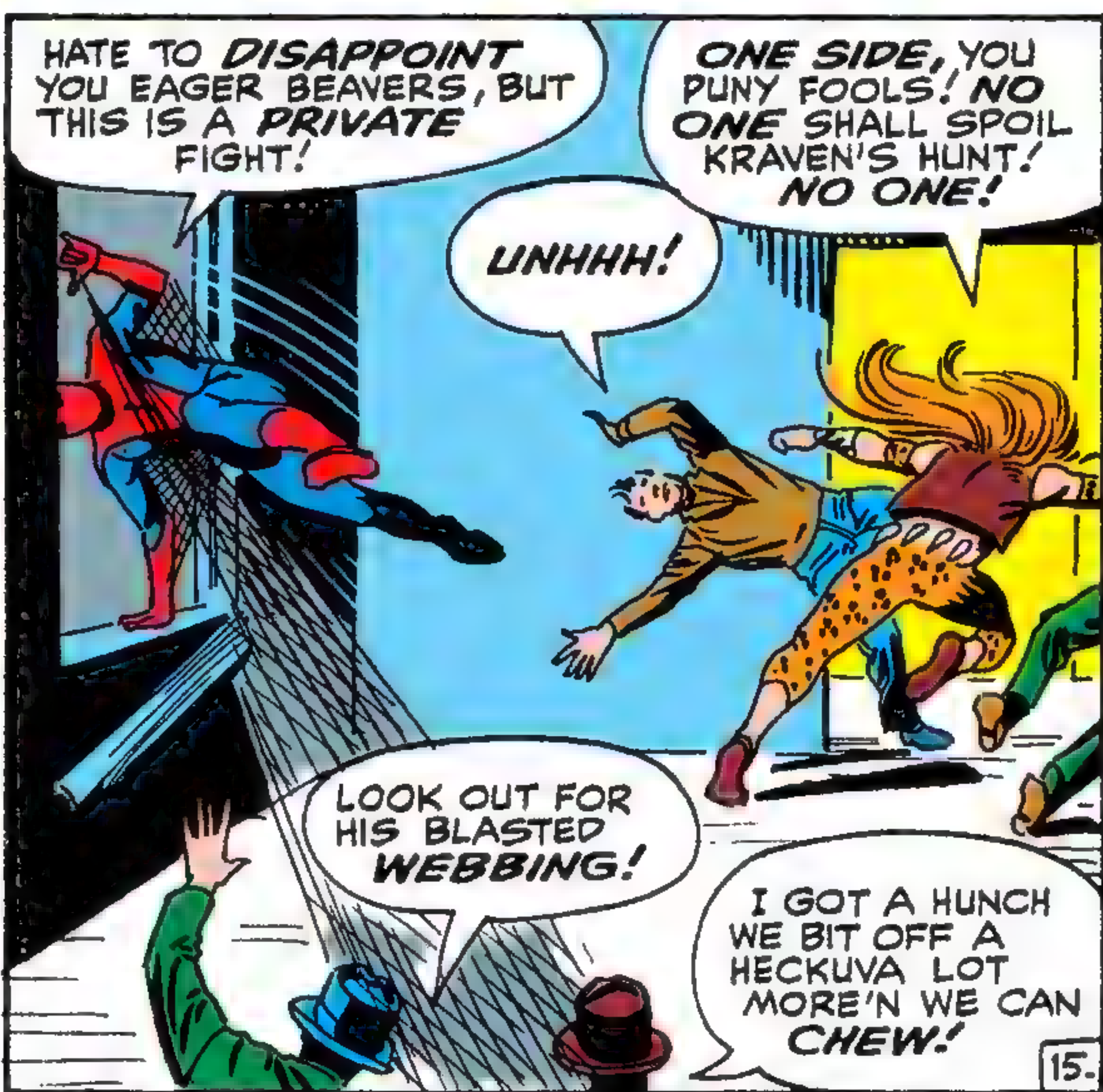
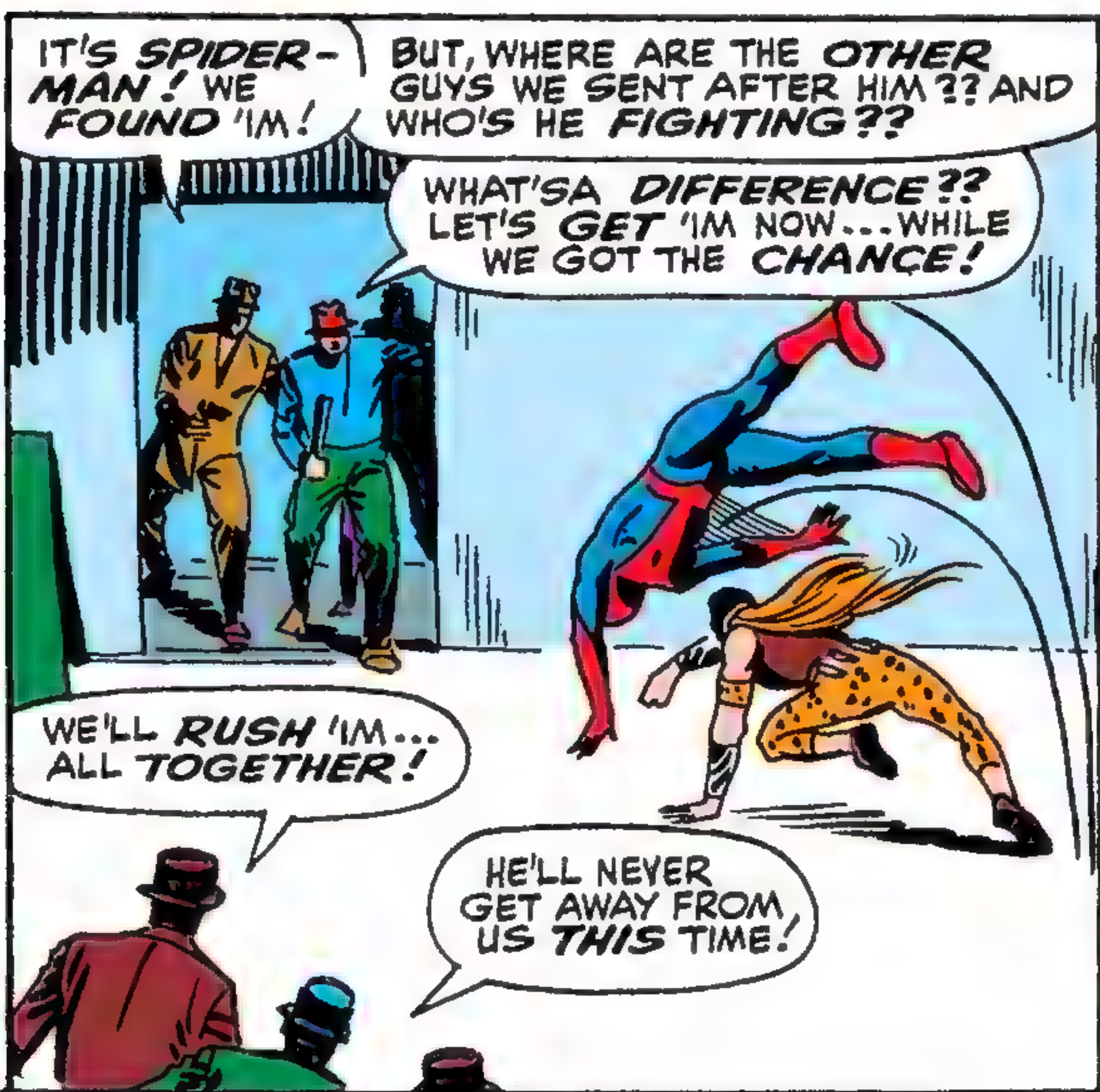
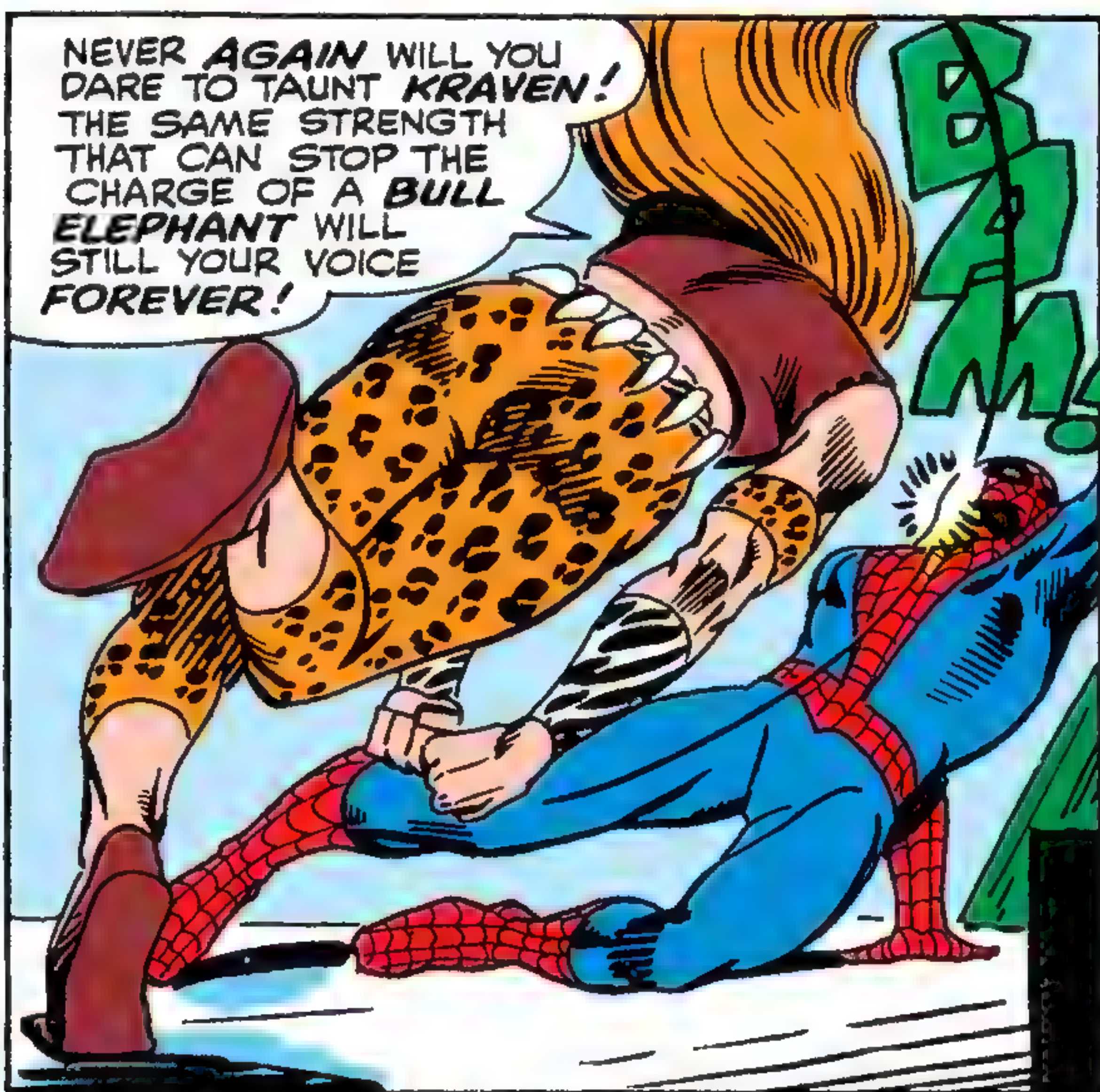
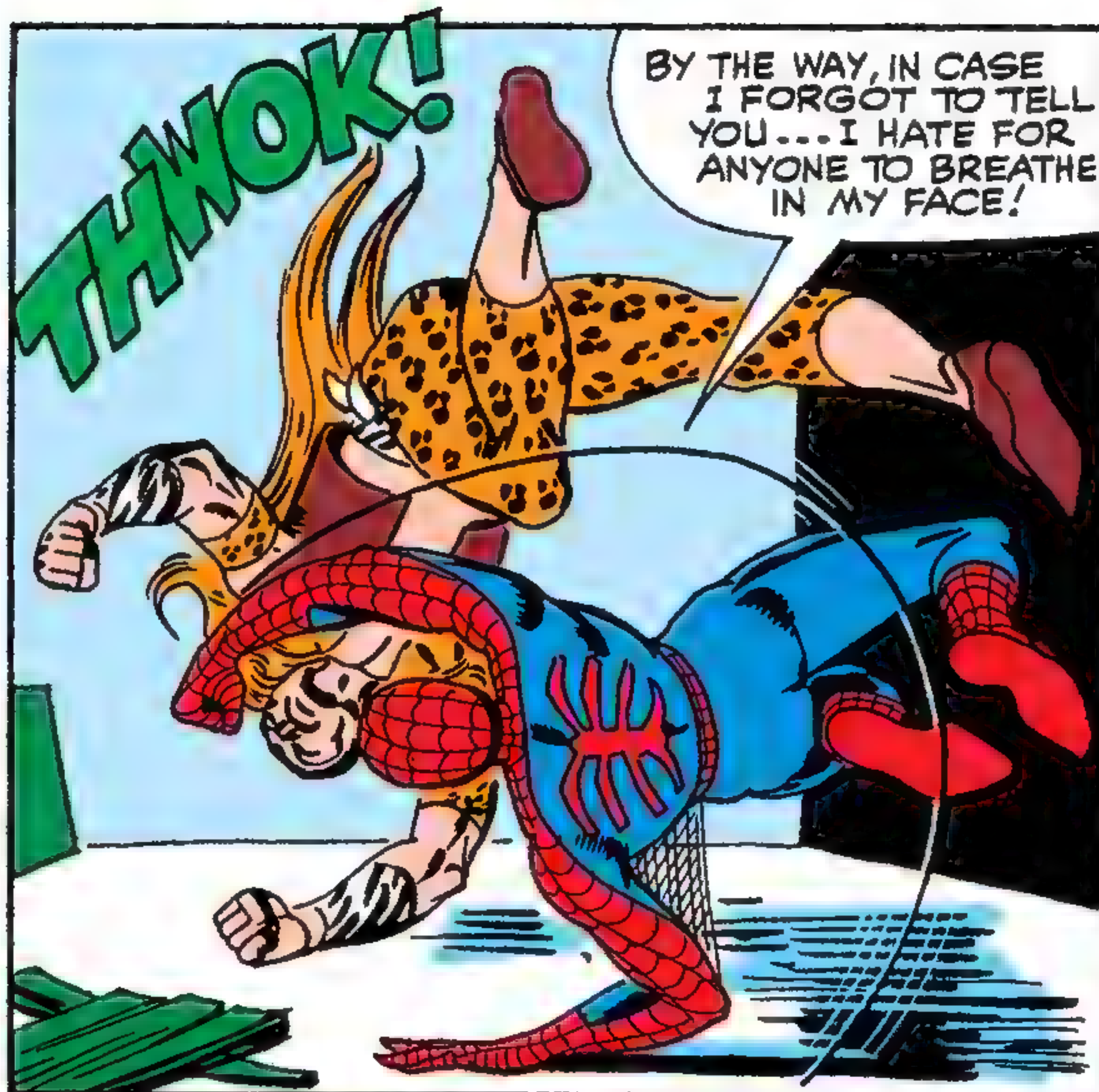
DON'T
BET
ON IT,
KRAVEN!

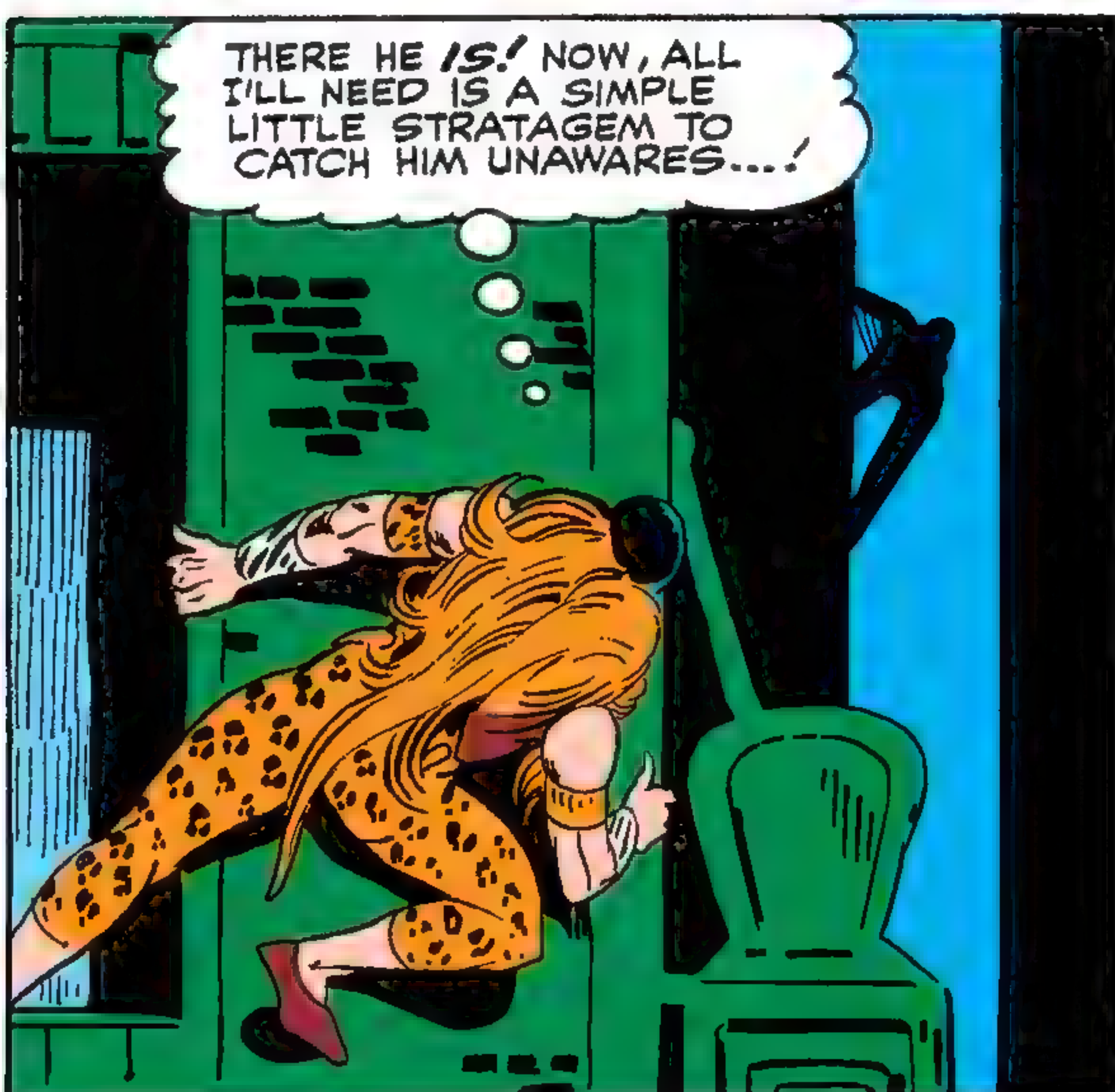
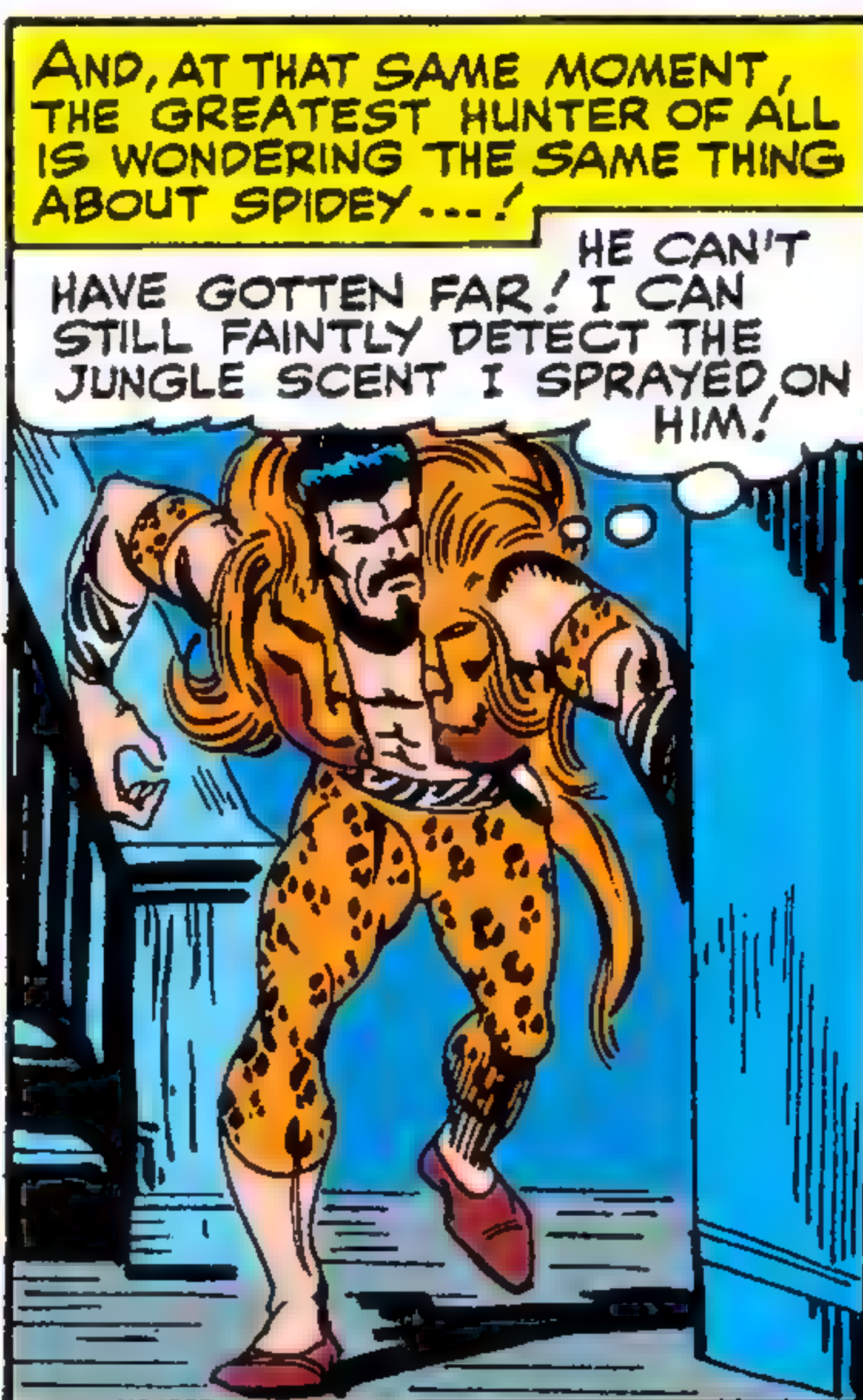
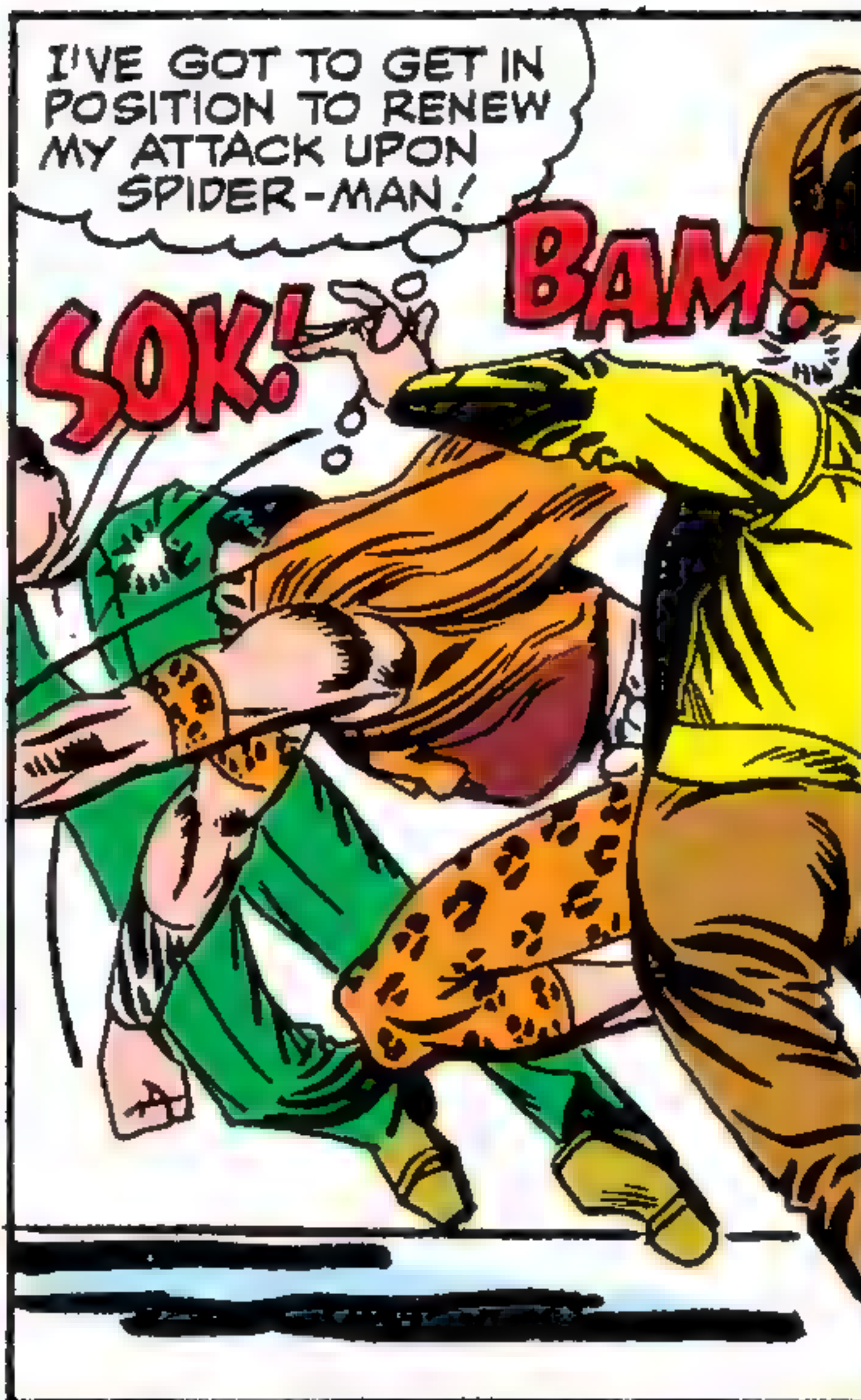


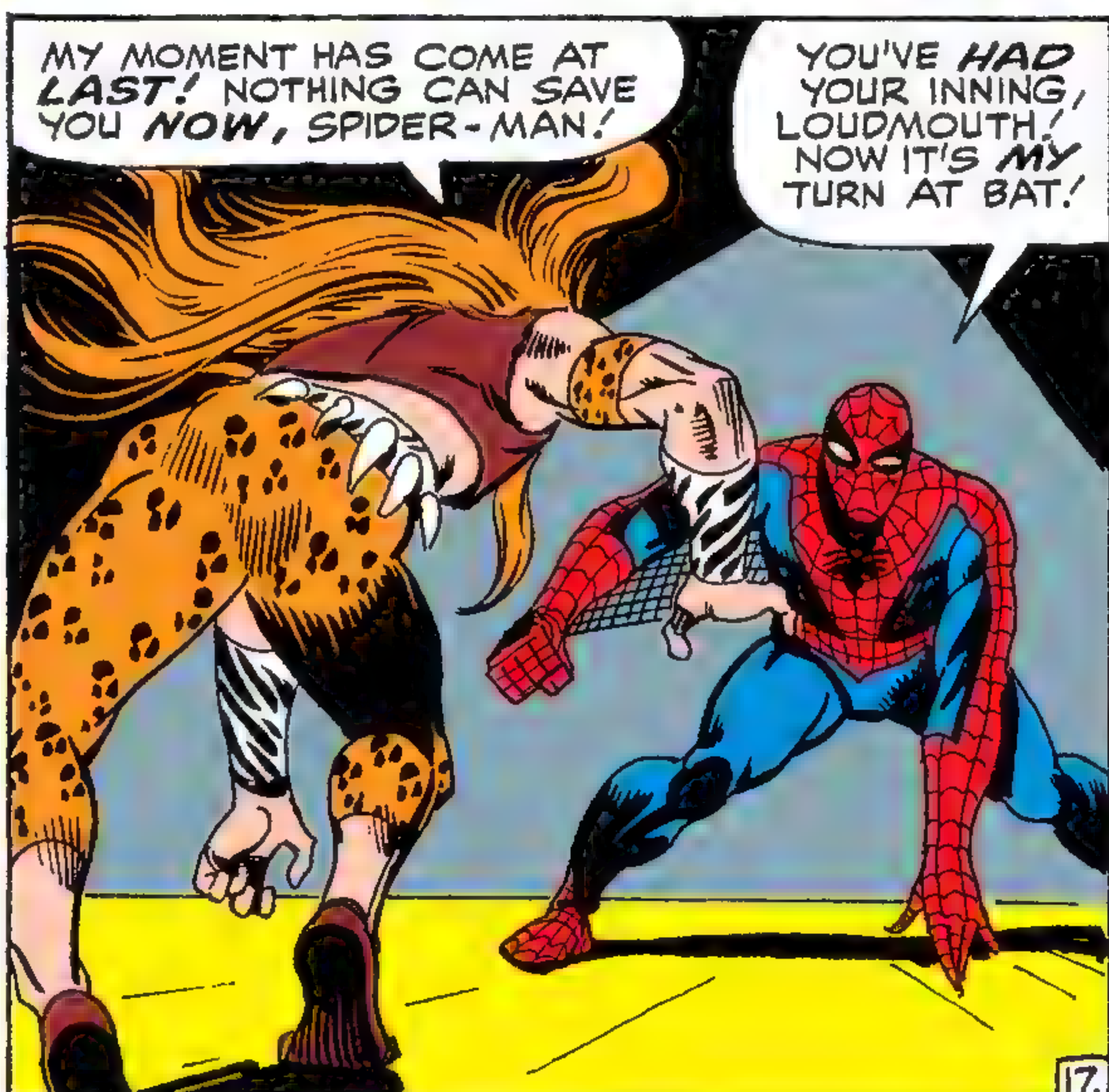
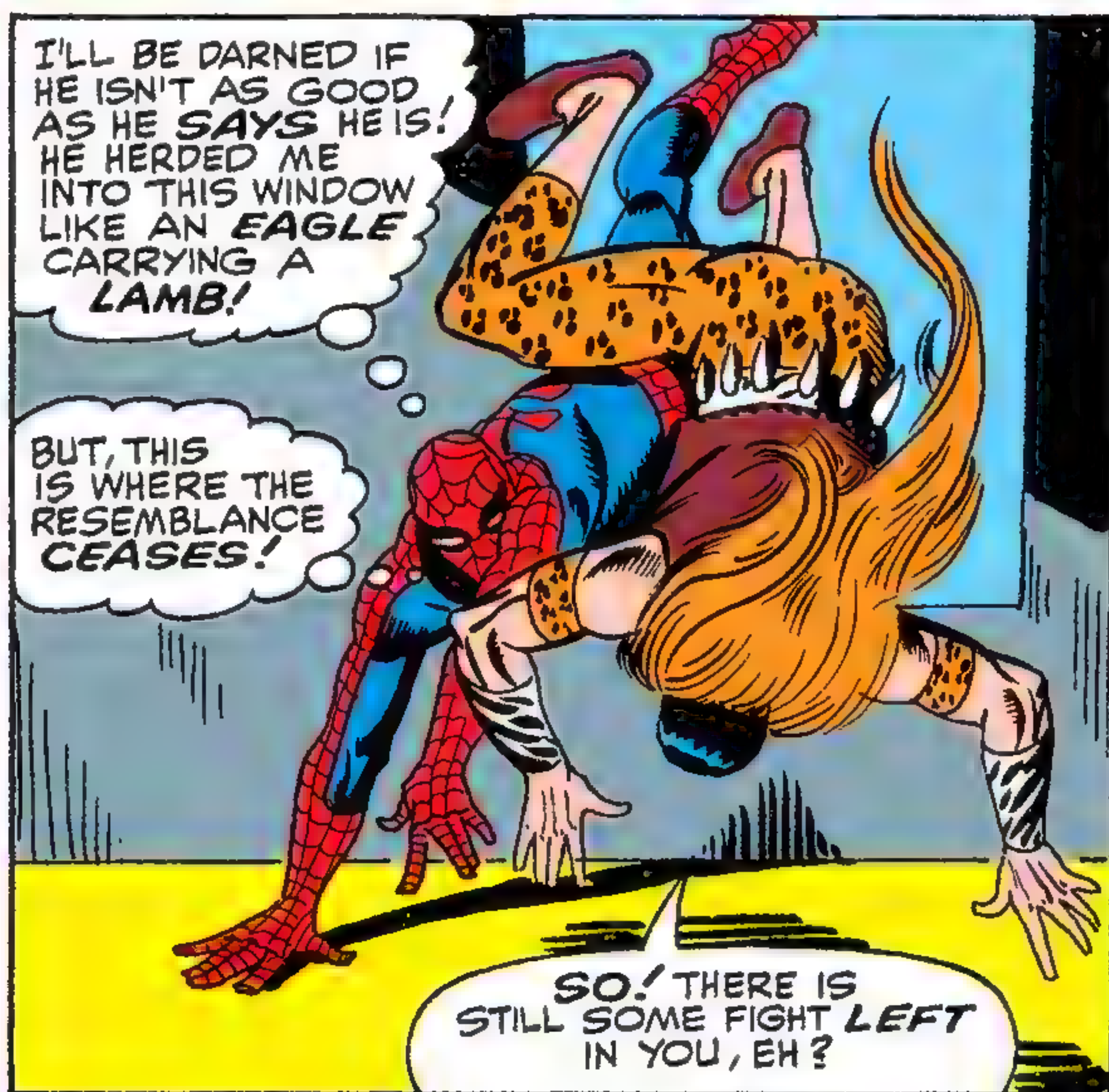
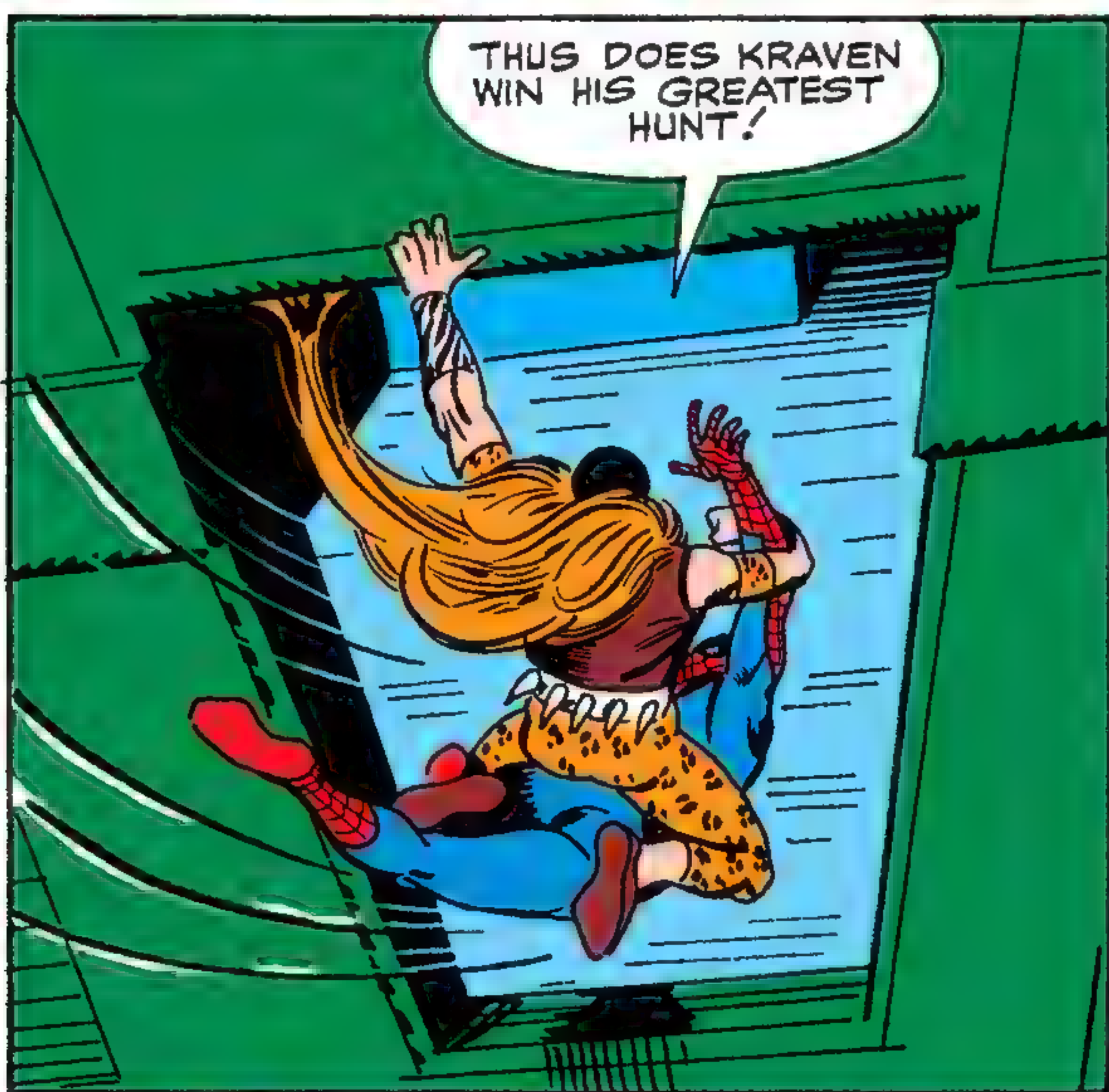
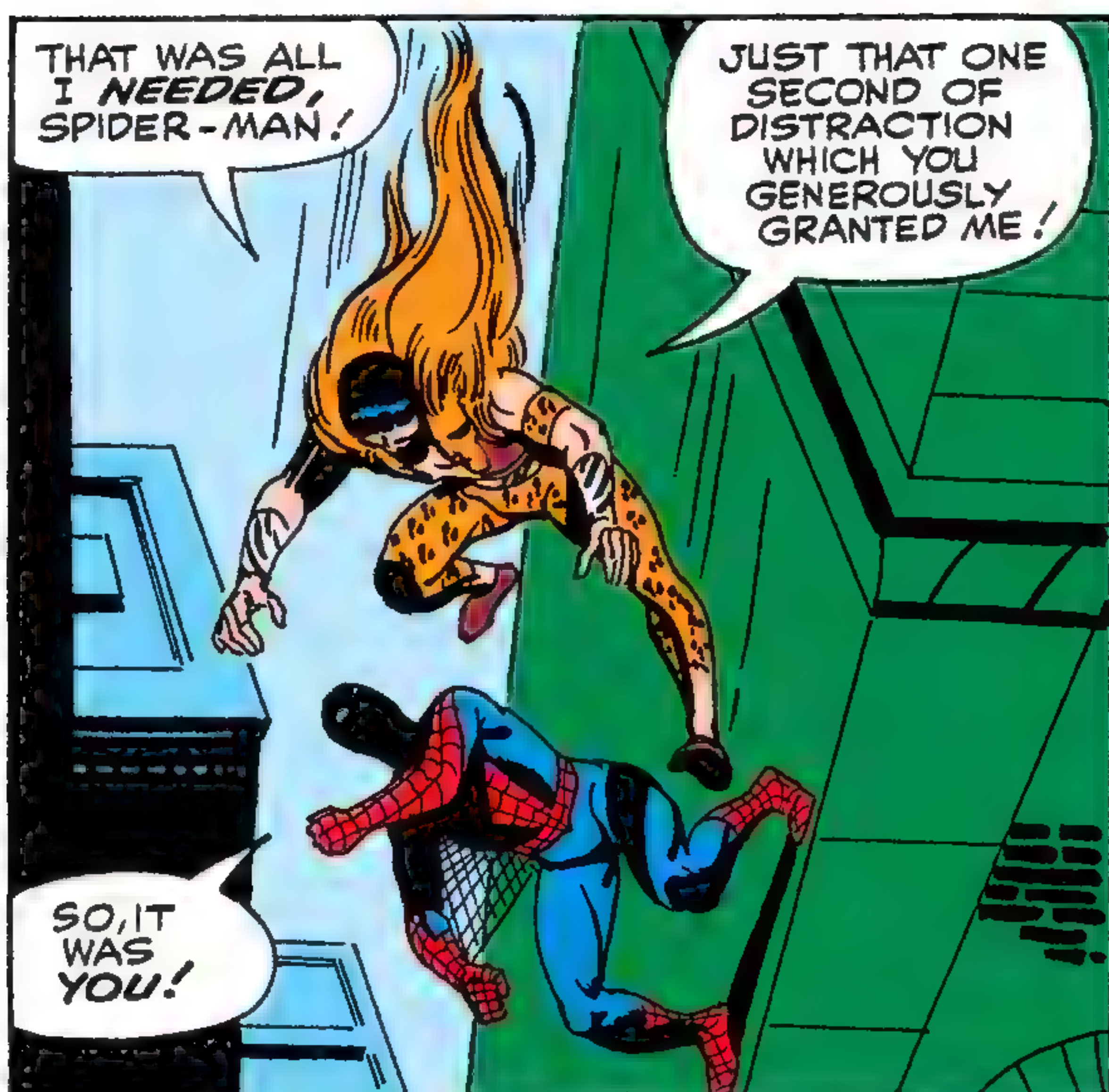
YOU FOOL!
I CAN OUT-
FIGHT A
FULL-
GROWN
LION IN
HIS PRIME...!

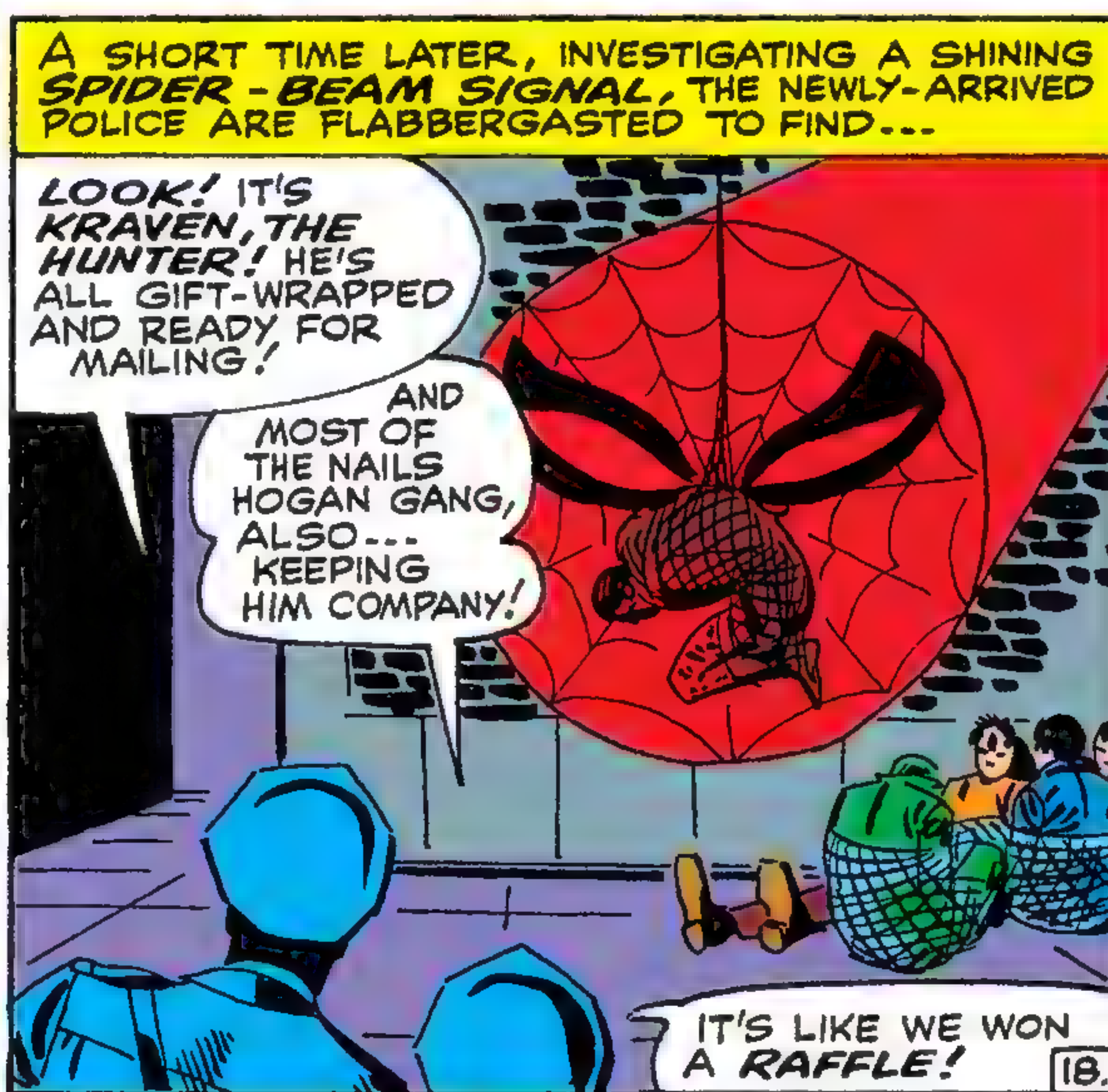
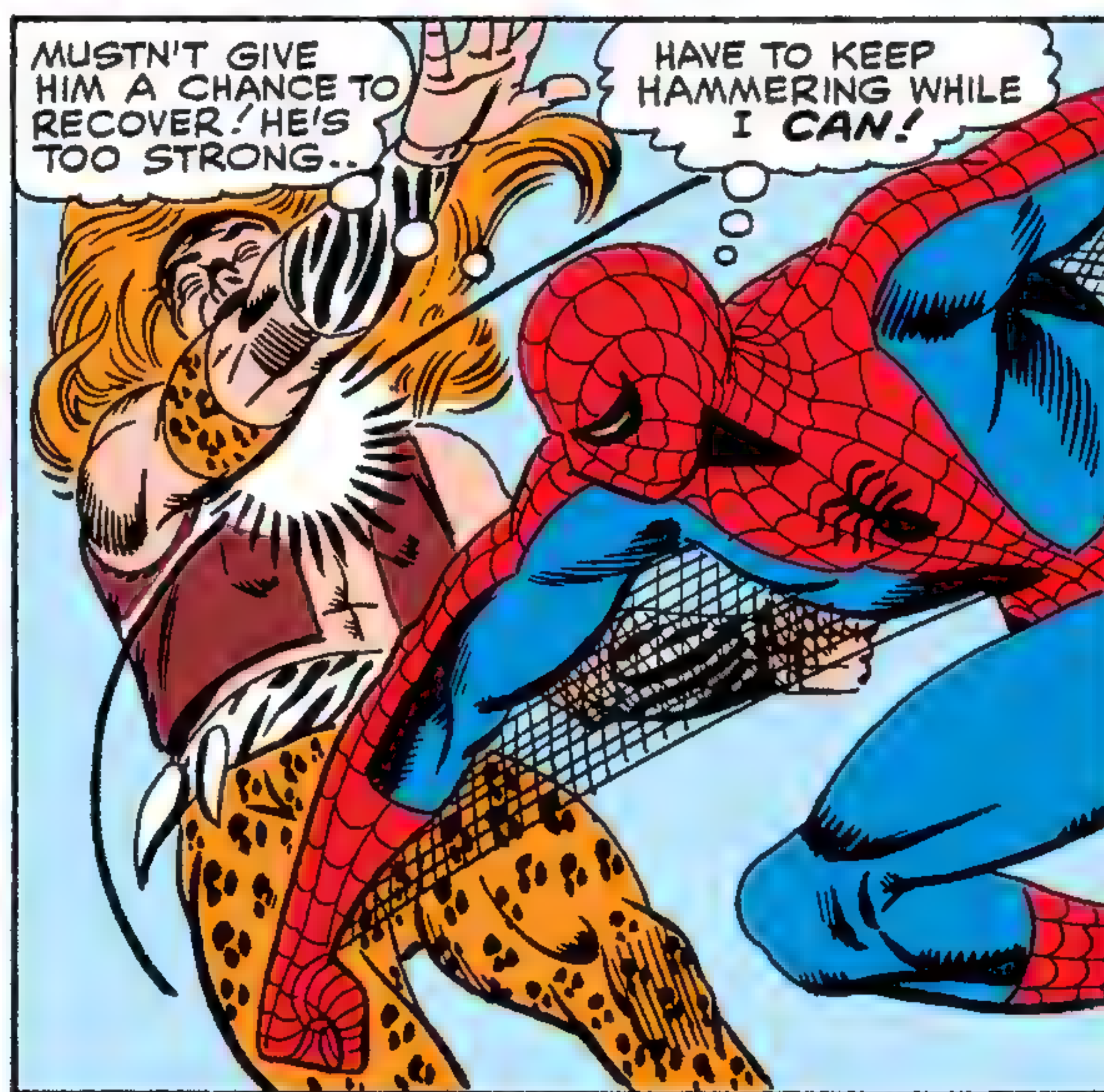
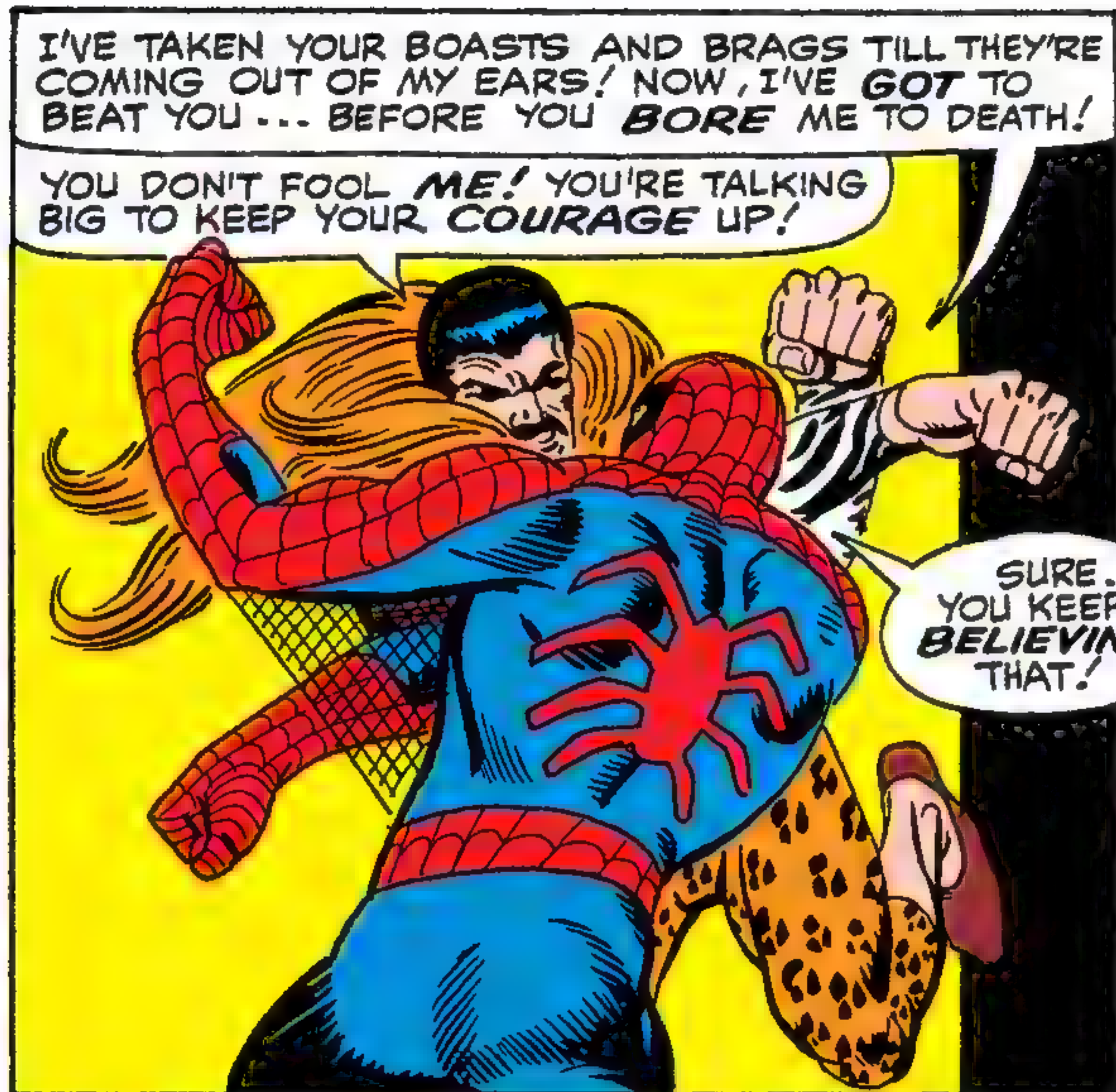
WHILE YOU HAVE
ONLY SOME SORT
OF SPIDER
POWER!

YOU CERTAINLY
KNOW HOW TO
HURT A
PERSON!



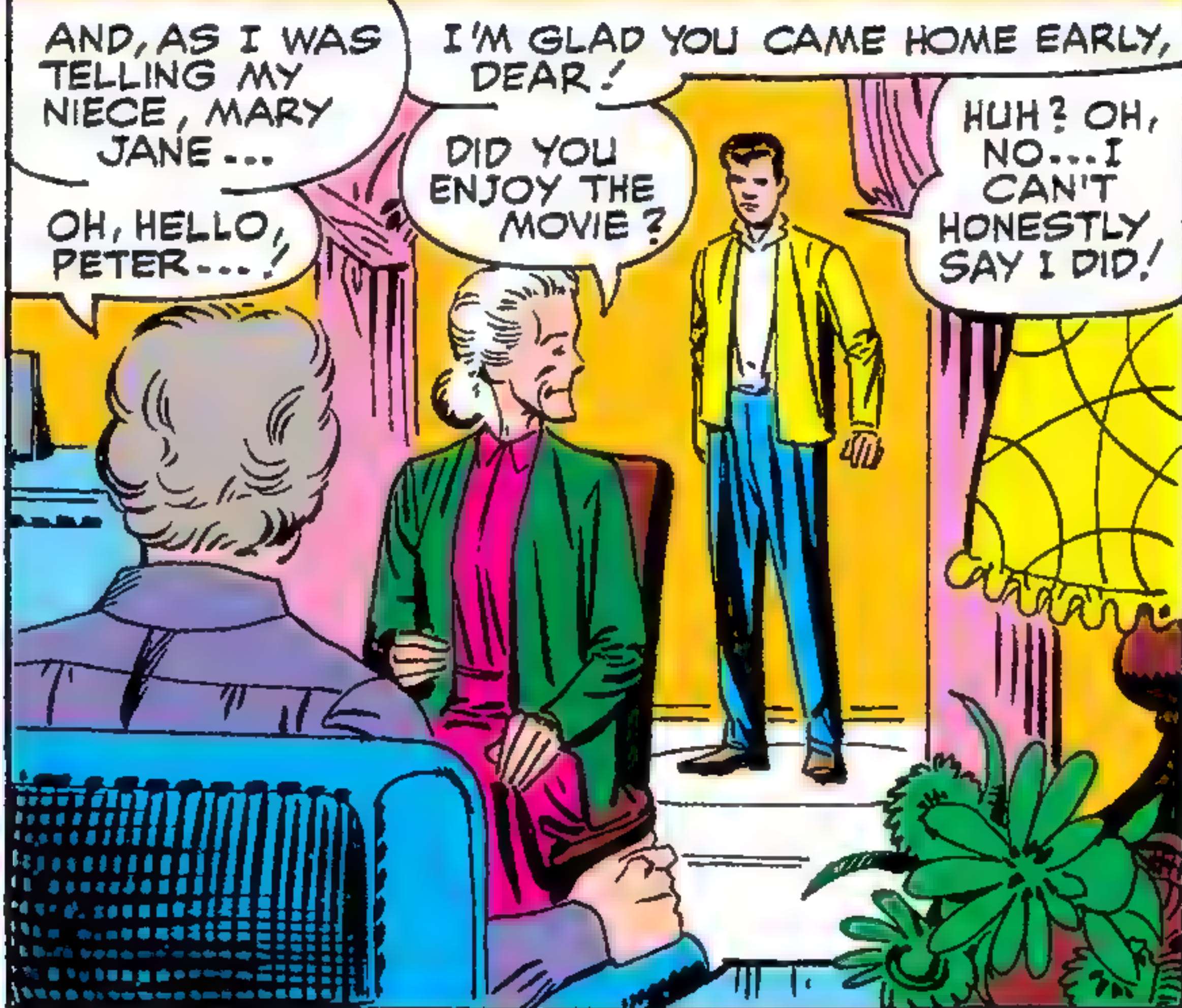








MEANWHILE, UNAWARE OF THE CHANGE IN PERSONNEL AT THE **DAILY BUGLE**, PETER PARKER RETURNS TO HIS MODEST LITTLE HOME IN FOREST HILLS...



AND, AS I WAS TELLING MY NIECE, MARY JANE...

OH, HELLO, PETER...

I'M GLAD YOU CAME HOME EARLY, DEAR!

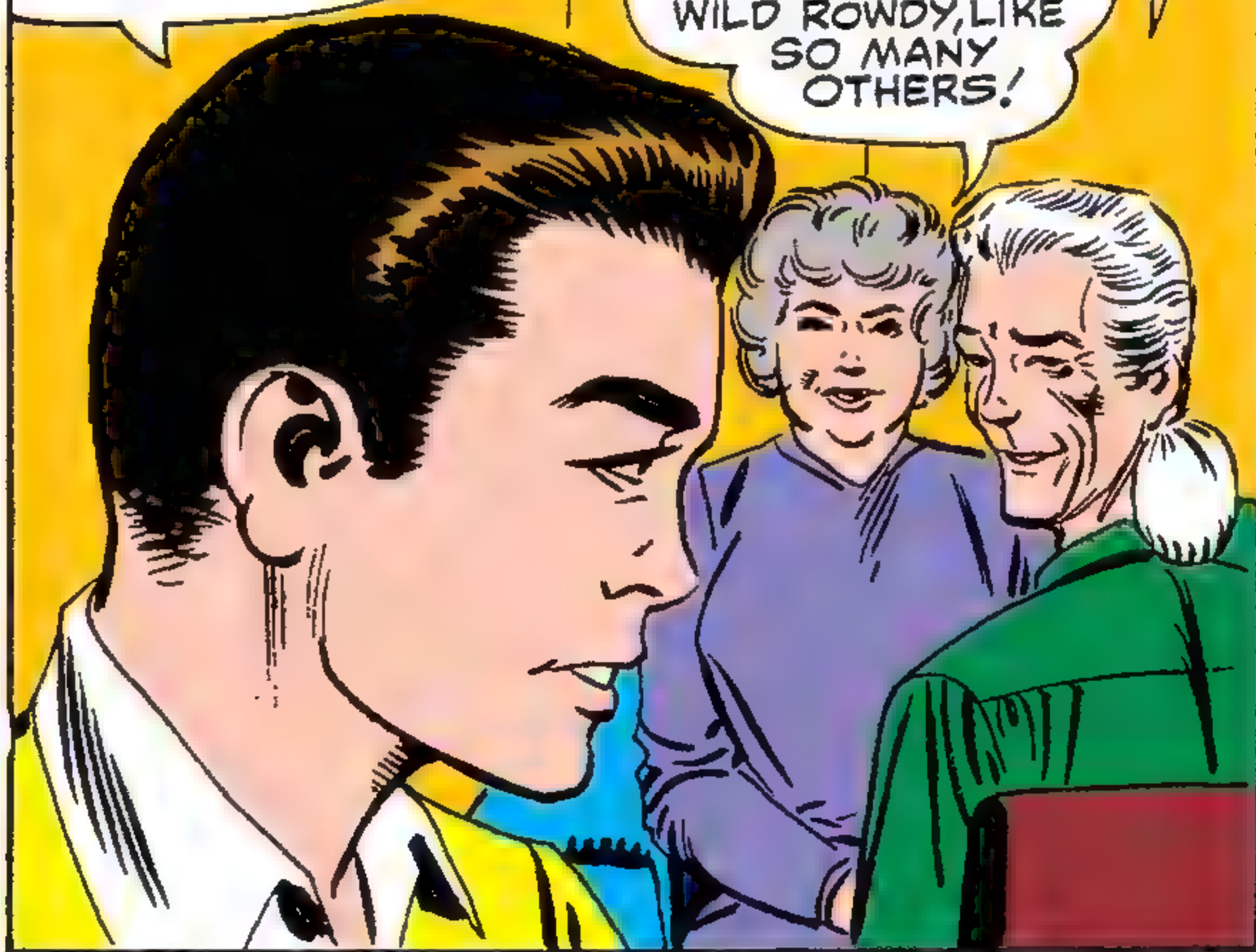
DID YOU ENJOY THE MOVIE?

HUH? OH, NO... I CAN'T HONESTLY SAY I DID!

ANYWAY, I'LL GO UP AND DO SOME MORE STUDYING NOW! BEEN NICE SEEING YOU, MRS. WATSON!

DON'T TIRE YOURSELF OUT, PETER! YOU KNOW HOW FRAGILE YOU ARE!

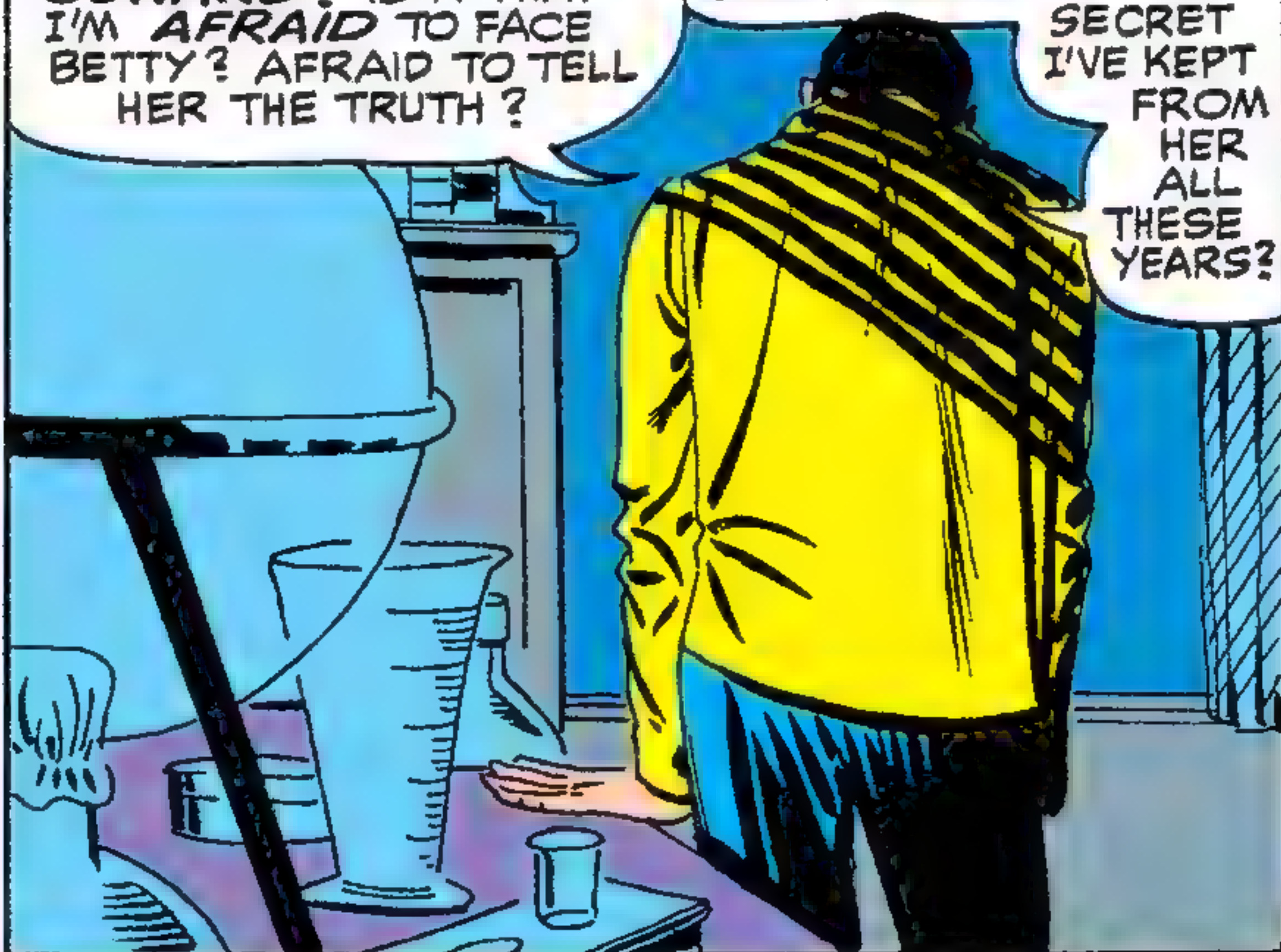
SUCH A NICE BOY! NOT A WILD ROWDY, LIKE SO MANY OTHERS!



BUT, ONCE ALONE IN HIS ROOM, THE COMPLEX, SENSITIVE, ANGUISHED YOUTH WHO IS PETER PARKER FINDS THAT HE CANNOT STUDY... HE CANNOT CONCENTRATE ON ANYTHING, EXCEPT...

AM I REALLY BEING A COWARD? IS IT THAT I'M AFRAID TO FACE BETTY? AFRAID TO TELL HER THE TRUTH?

AM I AFRAID OF HER REACTION WHEN SHE LEARNS OF THE SECRET I'VE KEPT FROM HER ALL THESE YEARS?

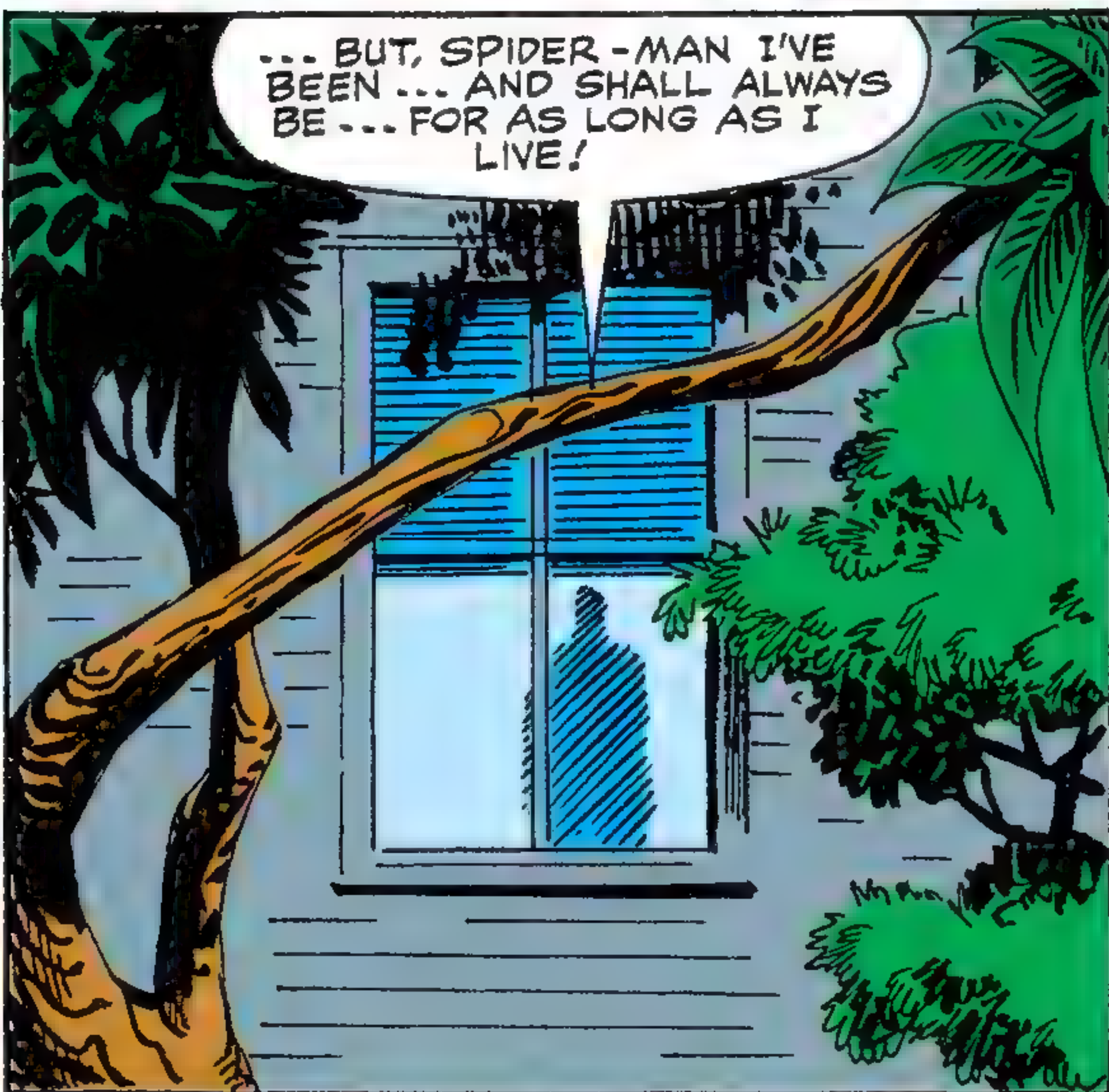


NO! THIS IS NO GOOD! IT'S USELESS! I'VE GOT TO LEARN TO ACCEPT THINGS AS THEY ARE!

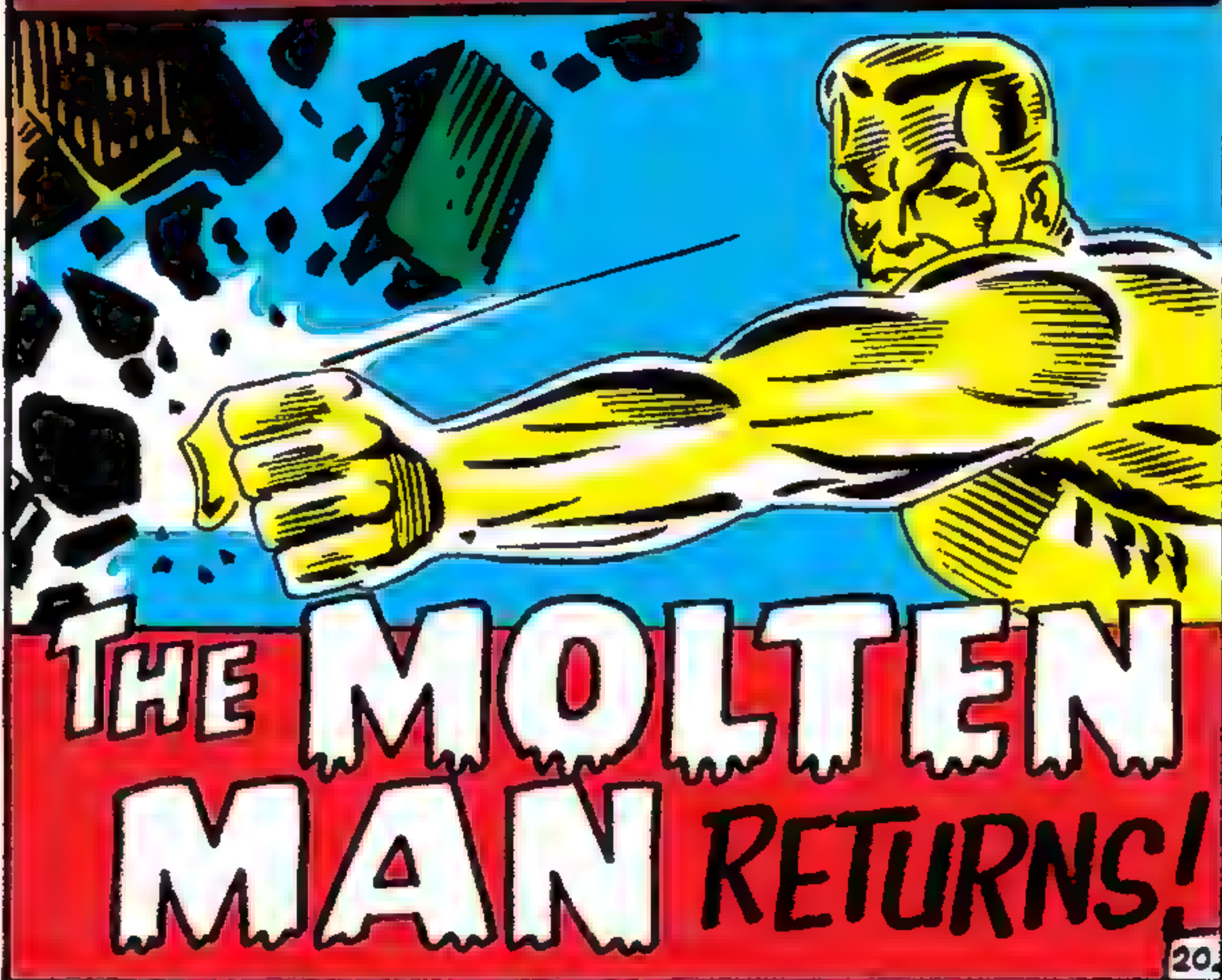
I'VE GOT TO STOP THINKING OF BETTY! TO ME, IT MUST BE AS THOUGH SHE DOESN'T EXIST! IT'S THE ONLY WAY! BECAUSE, SHE'D NEVER ACCEPT ME AS SPIDER-MAN...



... BUT, SPIDER-MAN I'VE BEEN... AND SHALL ALWAYS BE... FOR AS LONG AS I LIVE!



NEXT:



THE MOLTEN MAN RETURNS!



**MARVEL
COMICS
GROUP**

**35
APR**

the **AMAZING SPIDER-MAN**

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IND.

12¢



"The MOLTEN MAN Regrets...!"

THE AMAZING SPIDER-MAN!

**"THE
MOLTEN MAN
REGRETS...!"**

IT'S CHANGE-OF-PACE
TIME ONCE AGAIN,
SO CLIMB ABOARD
FOR THE **ACTION...**!



THIS ONE
IS FOR THE REAL
OLD-FASHIONED, DYED-
IN-THE-WOOL SPIDEY
FANATICS WHO LIKE TO
SEE OL' WEB-HEAD FIGHT-
ING AS ONLY HE CAN!
WE ENVY YOU...YOU'RE
GONNA HAVE
YOURSELF A
BALL!

SCRIPT &
EDITING..... **STAN LEE**

PLOT &
ARTWORK.... **STEVE DITKO**

LETTERING &
LOITERING.... **ART SIMEK**

OUR SOMEWHAT SENSATIONAL SAGA BEGINS WHERE SO MANY OF THEM **END**--IN A COLD, SOMBER PRISON CELL, SOME MONTHS AGO, WHERE WE FIND...

OKAY, RAXTON, LOOK ALIVE! HIZZONER WANTS TO SEE YOU! SO LET'S GO!

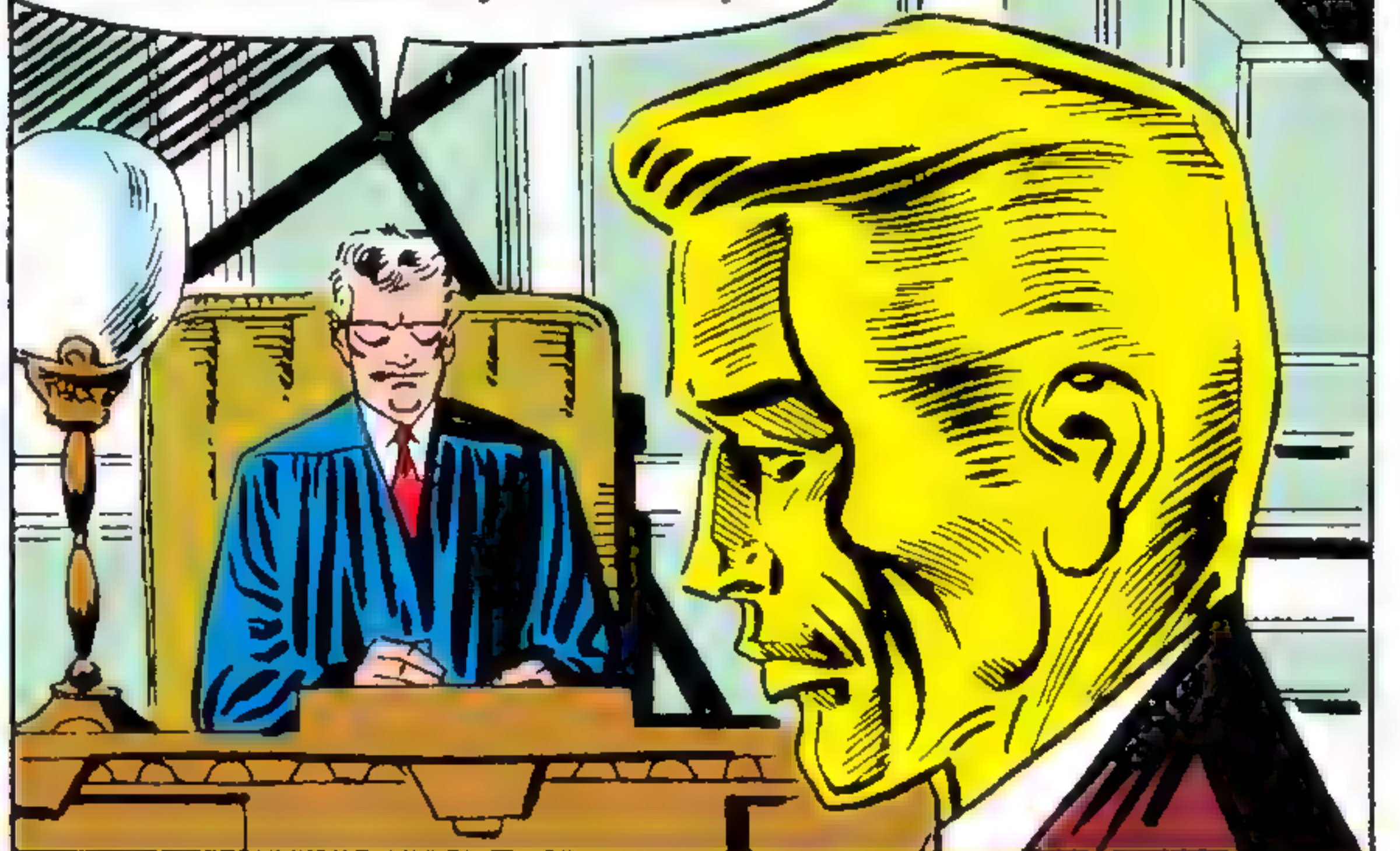
FINALLY GONNA SENTENCE ME, HUH? WELL, I'M NOT WORRIED! THEY TELL ME HE'S USUALLY SOFT ON FIRST OFFENDERS!



AND, IT SEEMS THAT THE **MOLTEN MAN** HAS BEEN TOLD **RIGHT**--!

BECAUSE YOU BECAME WHAT YOU ARE THRU AN UNFORE-SEEN **ACCIDENT***-- AND YOU HAVE OFFERED TO PAY FOR THE DAMAGES YOU'VE CAUSED-- I'M GIVING YOU A **SUSPENDED SENTENCE**, RAXTON!

THANKS, YOUR HONOR! YOU WON'T BE SORRY!



*AS SPRIGHTLY SHOWN IN SPIDEY#28-- STAN.

MINUTES LATER, ONE OF THE STRANGEST FOES SPIDER-MAN HAS EVER FOUGHT LOSES HIMSELF AMONGST THE CITY'S TEEMING MILLIONS ONCE AGAIN...

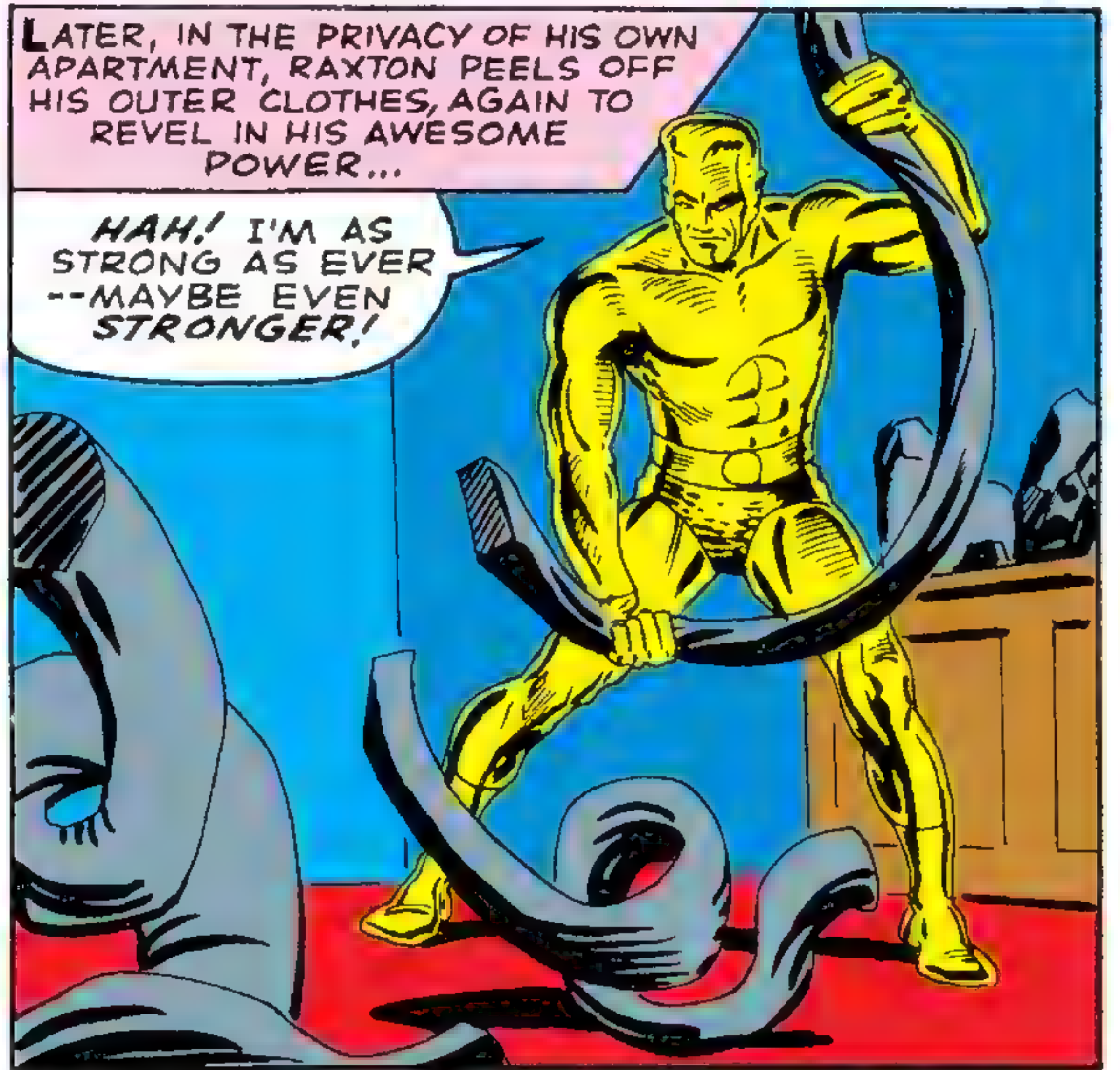
FREE AT LAST! LUCKY I WAS A MODEL PRISONER AND ACTED REPENTANT!

NOW IT'S UP TO ME TO MAKE SURE I **STAY FREE**! NO MORE JAILS FOR THE **MOLTEN MAN**!



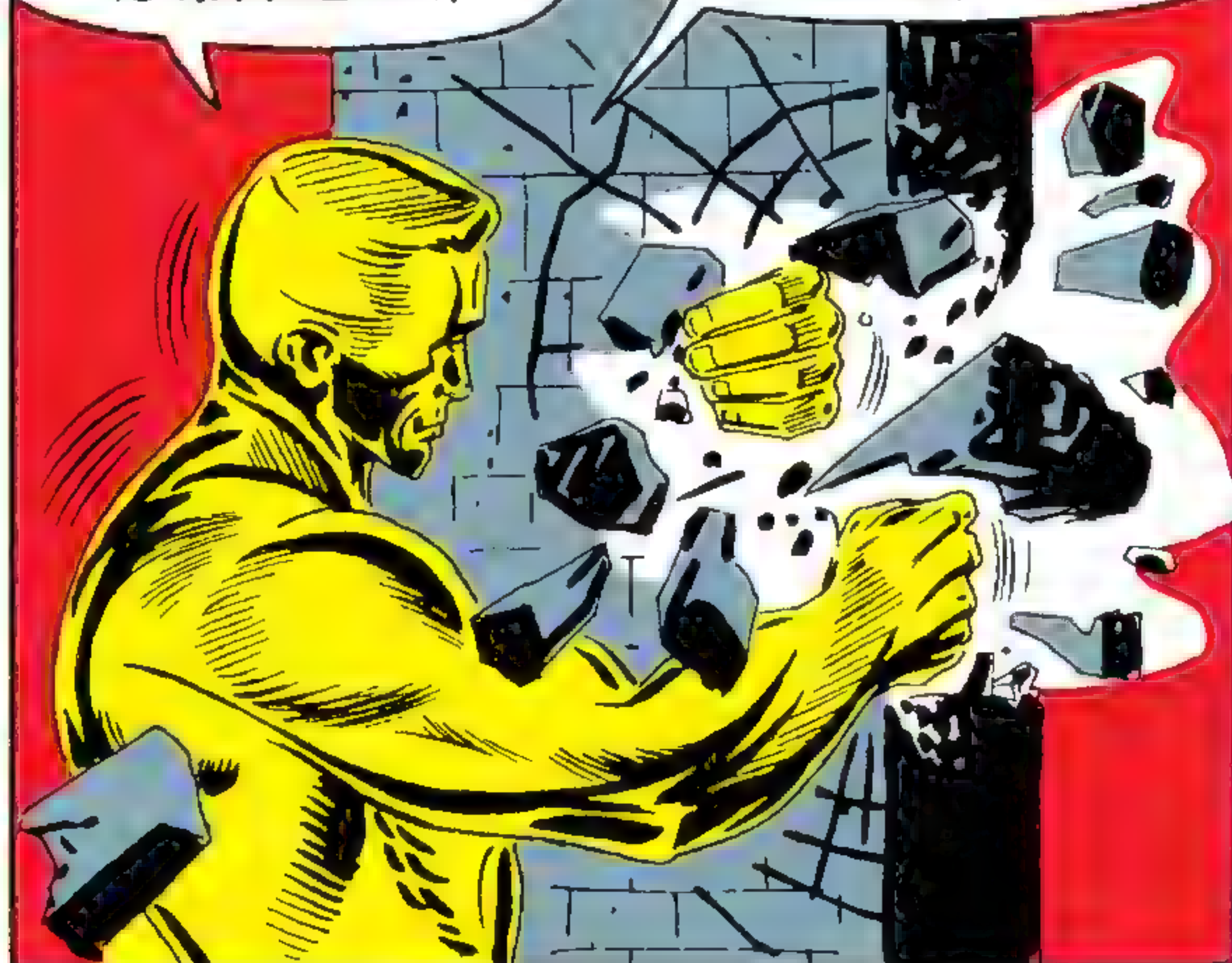
LATER, IN THE PRIVACY OF HIS OWN APARTMENT, RAXTON PEELS OFF HIS OUTER CLOTHES, AGAIN TO REVEL IN HIS AWESOME POWER...

HAH! I'M AS STRONG AS EVER --MAYBE EVEN STRONGER!



SPIDER-MAN BEAT ME THE FIRST TIME WE FOUGHT, FOR MY POWER WAS **NEW** TO ME! I DIDN'T REALIZE HOW TO **HANDLE** IT!

BUT NOW, I'VE HAD TIME TO THINK-- TO PLAN-- TO MAKE SURE THAT THE **MOLTEN MAN** WILL **NEVER** BE BEATEN AGAIN!

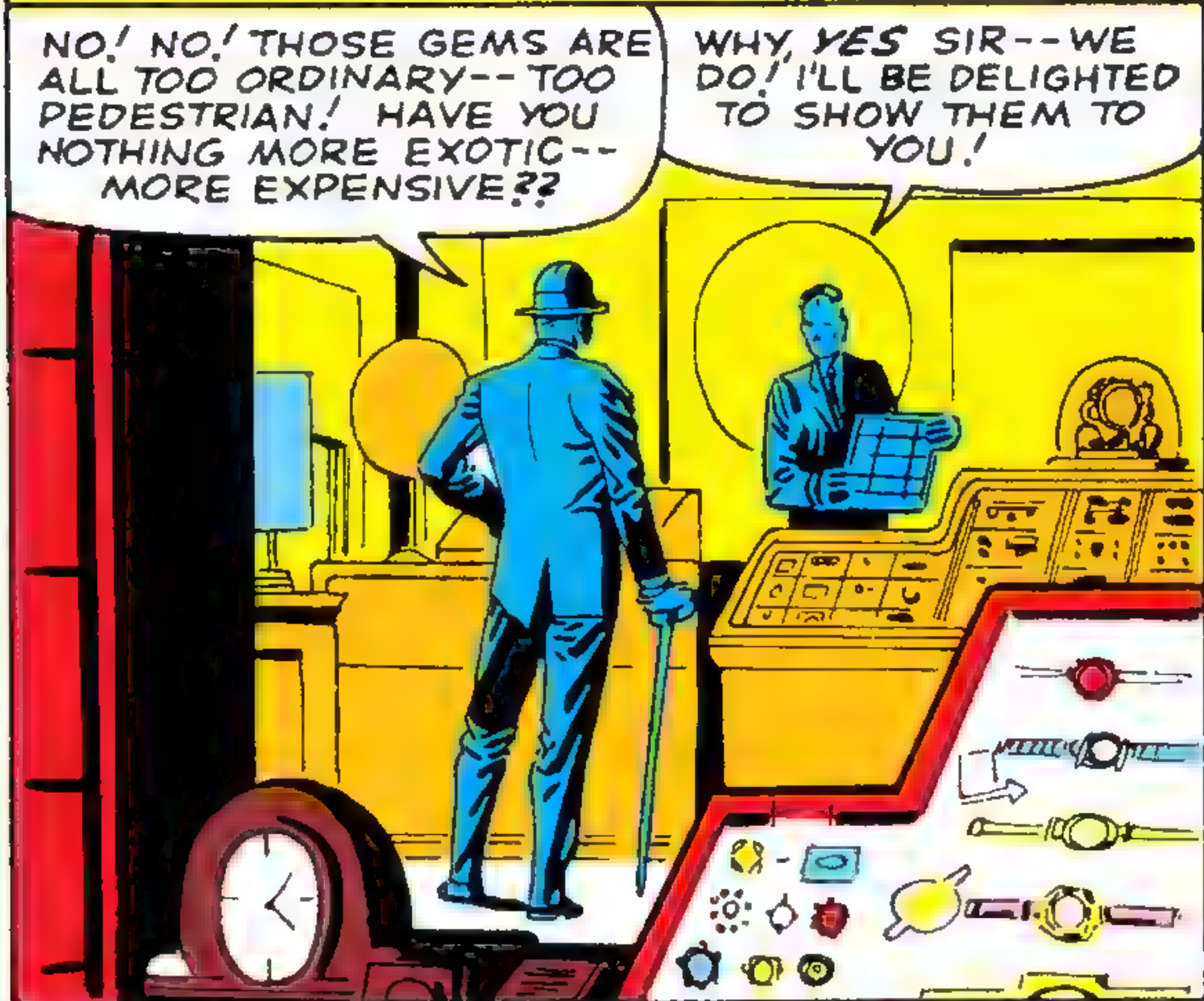


I WON'T MAKE THE MISTAKE OF RUNNING WILD A SECOND TIME, USING NOTHING BUT MY POWER! THIS TIME I'VE FIGURED ALL THE ANGLES--

FIRST, I'LL LAY LOW FOR A WHILE --AND THEN-- I'LL **STRIKE**!

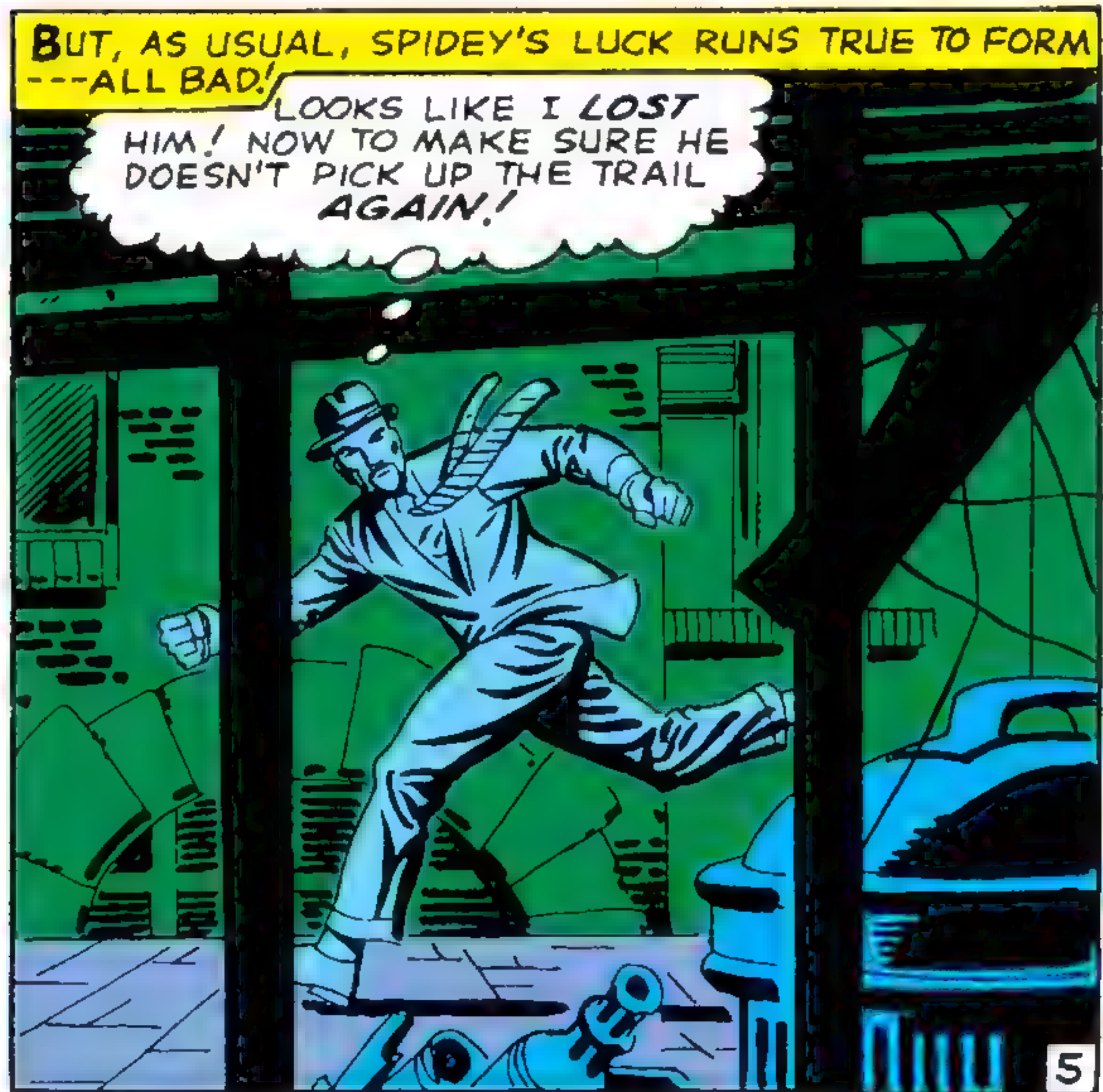


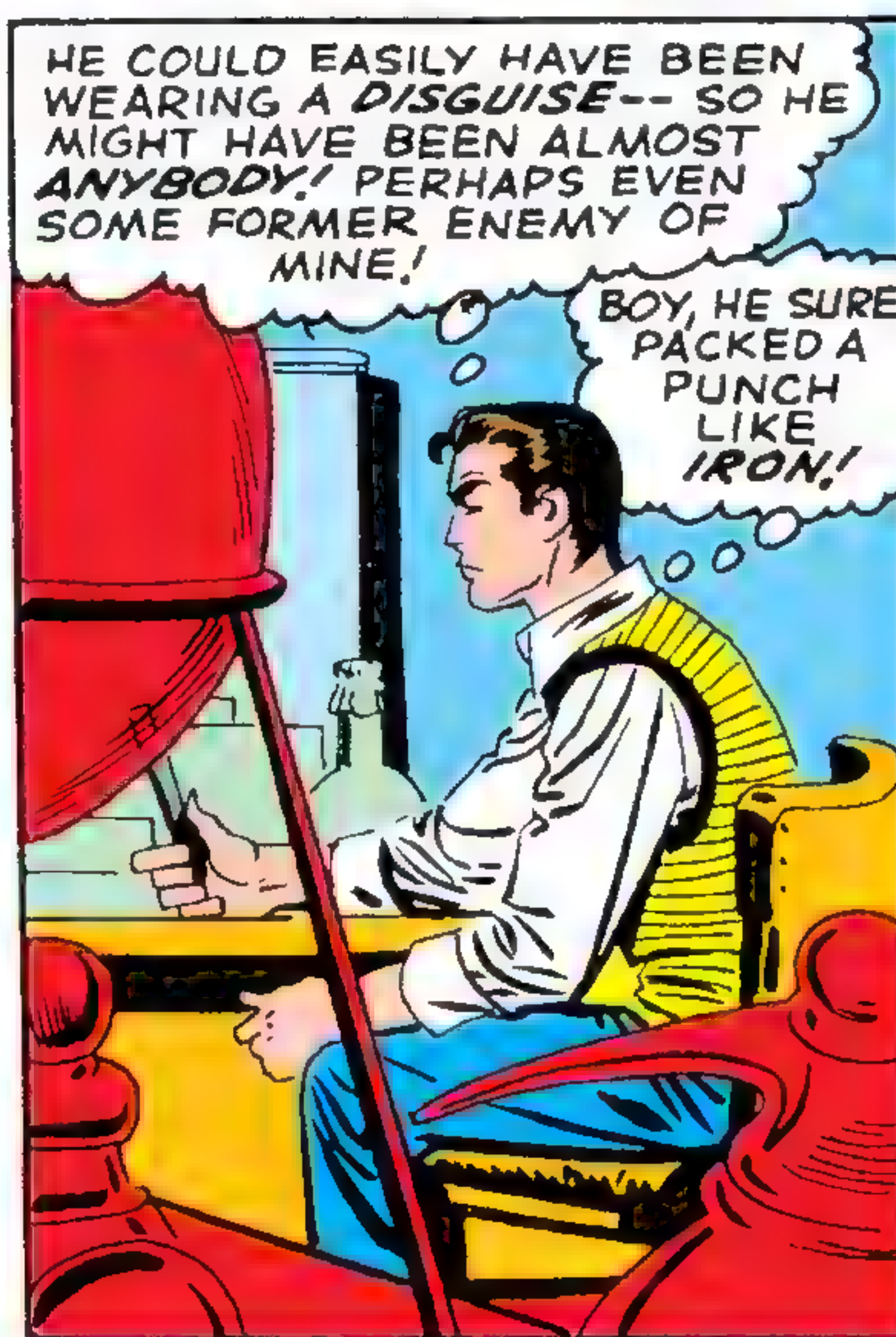
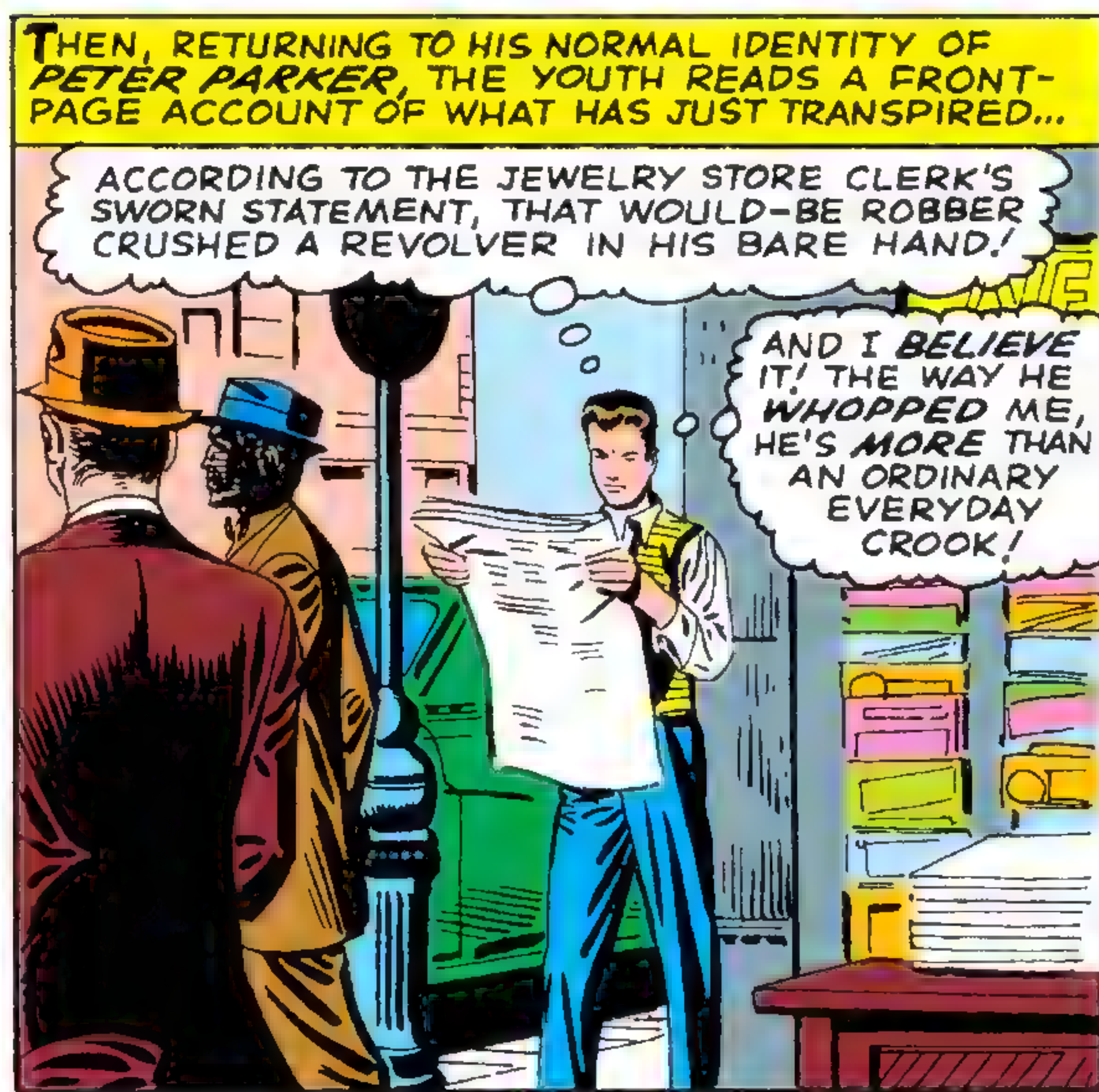
THUS, THRU THE MAGIC OF OUR IMAGINATION, WE NOW BRIDGE THE GAP OF TIME! MANY DAYS LATER, AN EXCLUSIVE MADISON AVENUE JEWELRY SHOP RECEIVES A DISTINGUISHED-LOOKING PATRON...



BUT, AS A SAGACIOUS FATE WOULD HAVE IT, OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS BLITHELY ROMPING ACROSS THE ROOFTOPS, DIRECTLY ABOVE AT THAT VERY MOMENT! (WHICH IS AS LUCKY FOR US AS FOR THE MERCHANT BELOW--ELSE WE'D HAVE A SUPER HERO YARN SANS SUPER HERO!)







WITHIN SECONDS, THE AMAZING WEB-SLINGIN' ADVENTURER IS BACK ON THE PROWL AGAIN AS HE HEADS FOR A SEEDY ROOMING HOUSE, NEAR THE WATERFRONT...



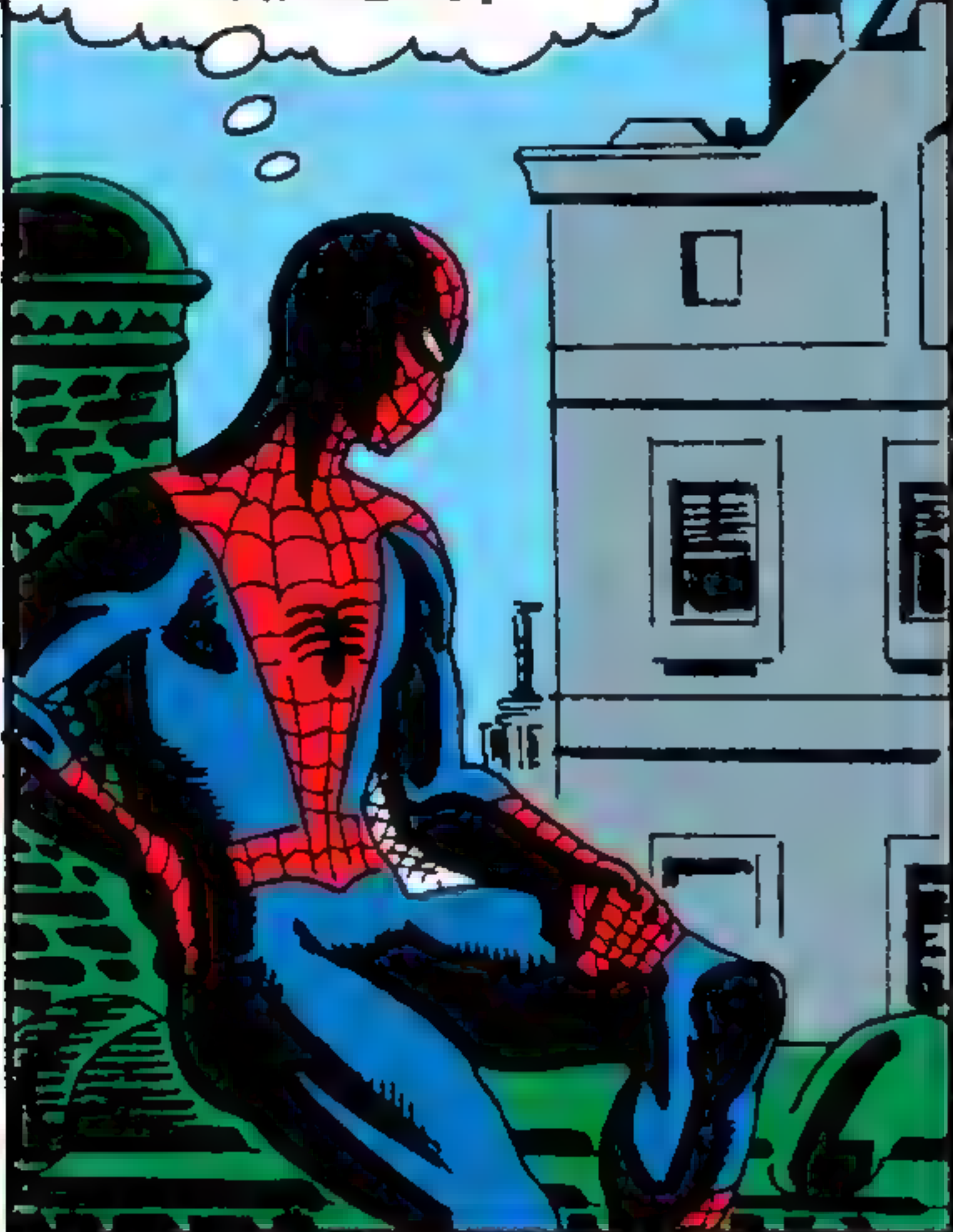
IF I REMEMBER RIGHTLY, THIS IS WHERE MOLTEY LIVED THE LAST TIME WE FOUGHT!

NOTHING'S CHANGED MUCH! NO REASON TO THINK HE MOVED ANYWHERE ELSE! HE PROBABLY STILL LIVES HERE!



THE PLACE IS EMPTY NOW--BUT THAT DOESN'T MEAN ANYTHING!

NO HARM IN WAITING AROUND FOR A WHILE AND SEEING WHAT HAPPENS!

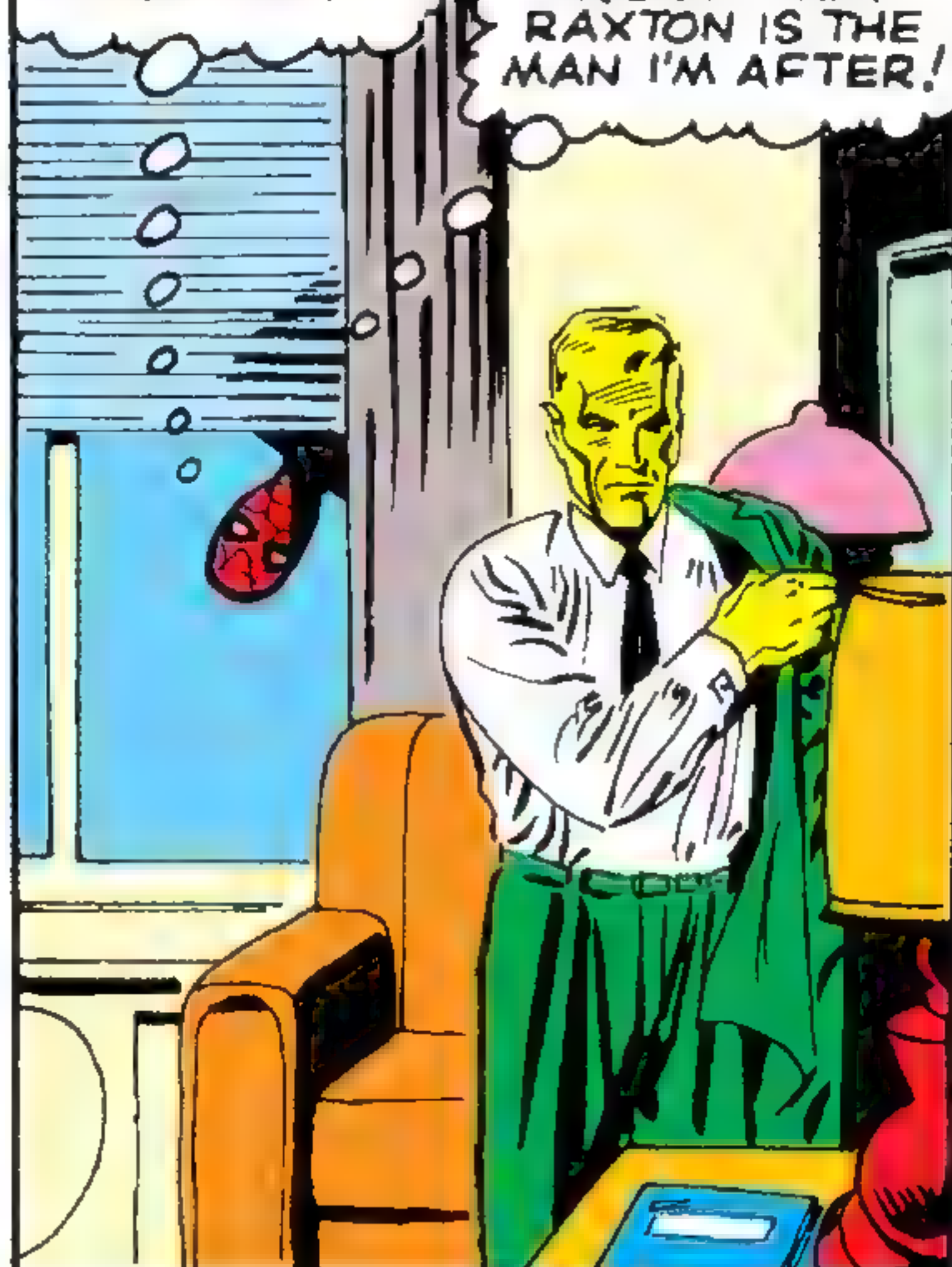


THEN, BEFORE TOO VERY LONG...



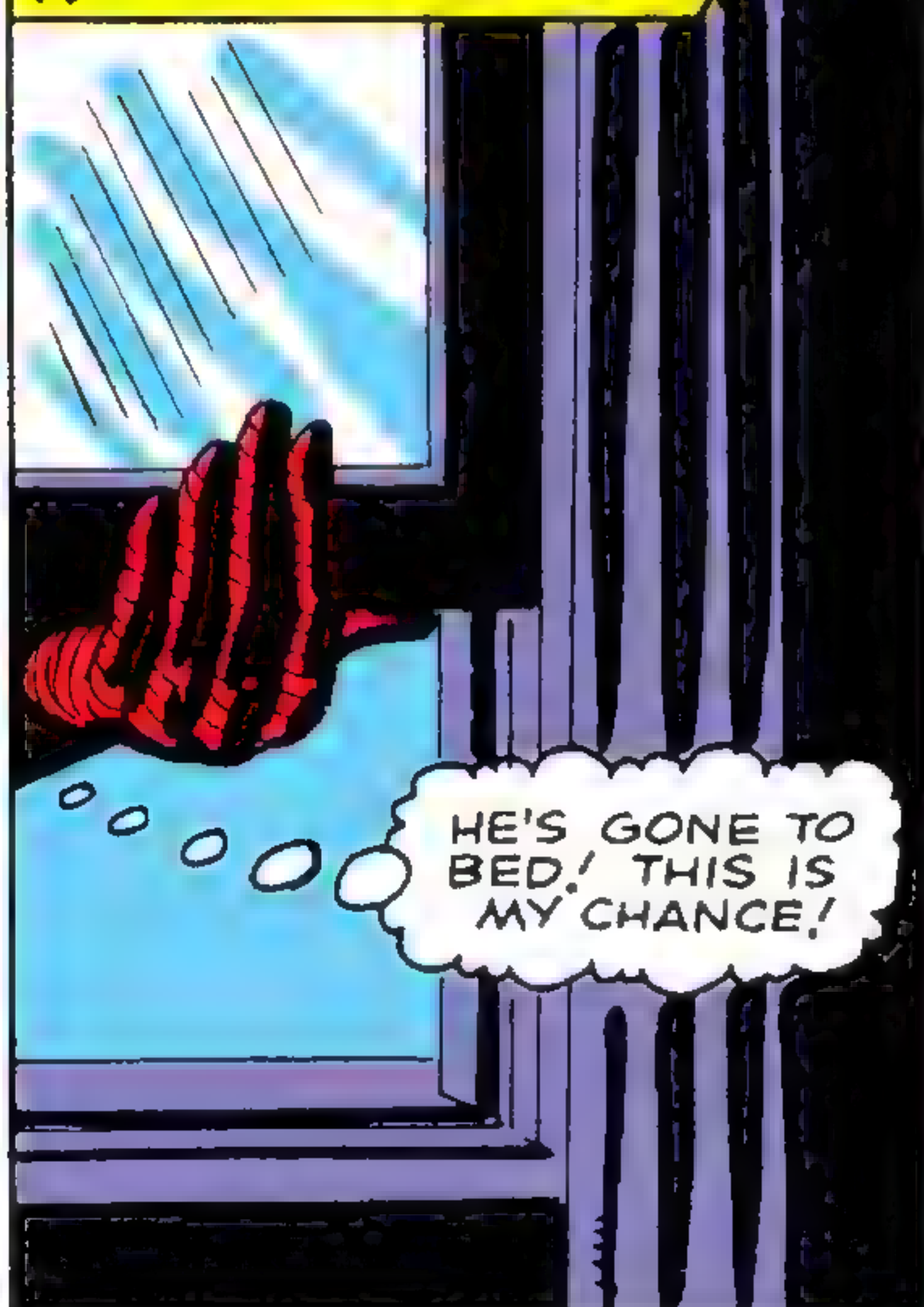
A LIGHT JUST WENT ON! HE'S BACK!

I WAS RIGHT! HE'S LIVING HERE AGAIN!



BUT, I STILL HAVE NO PROOF THAT RAXTON IS THE MAN I'M AFTER!

A HALF HOUR LATER...

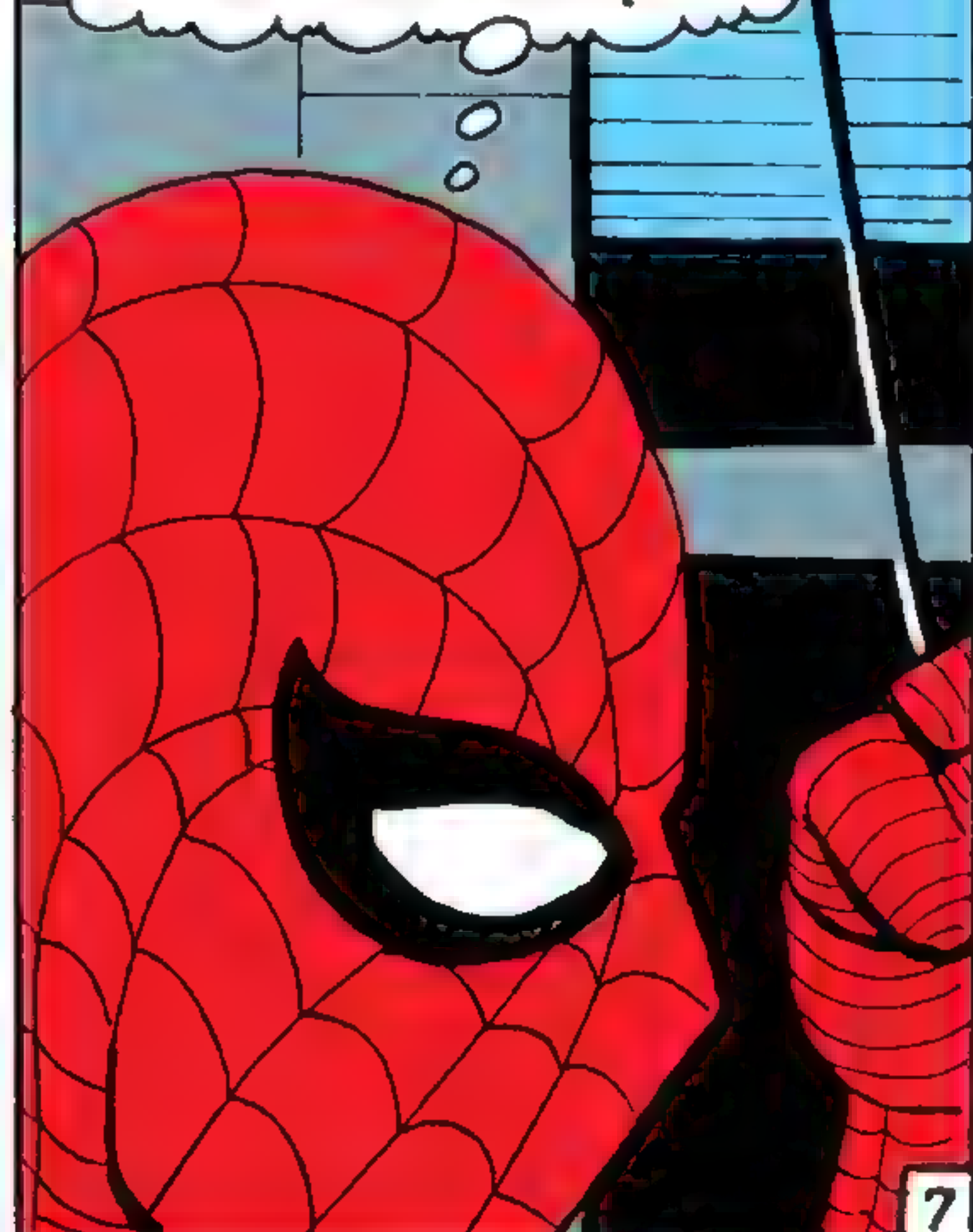


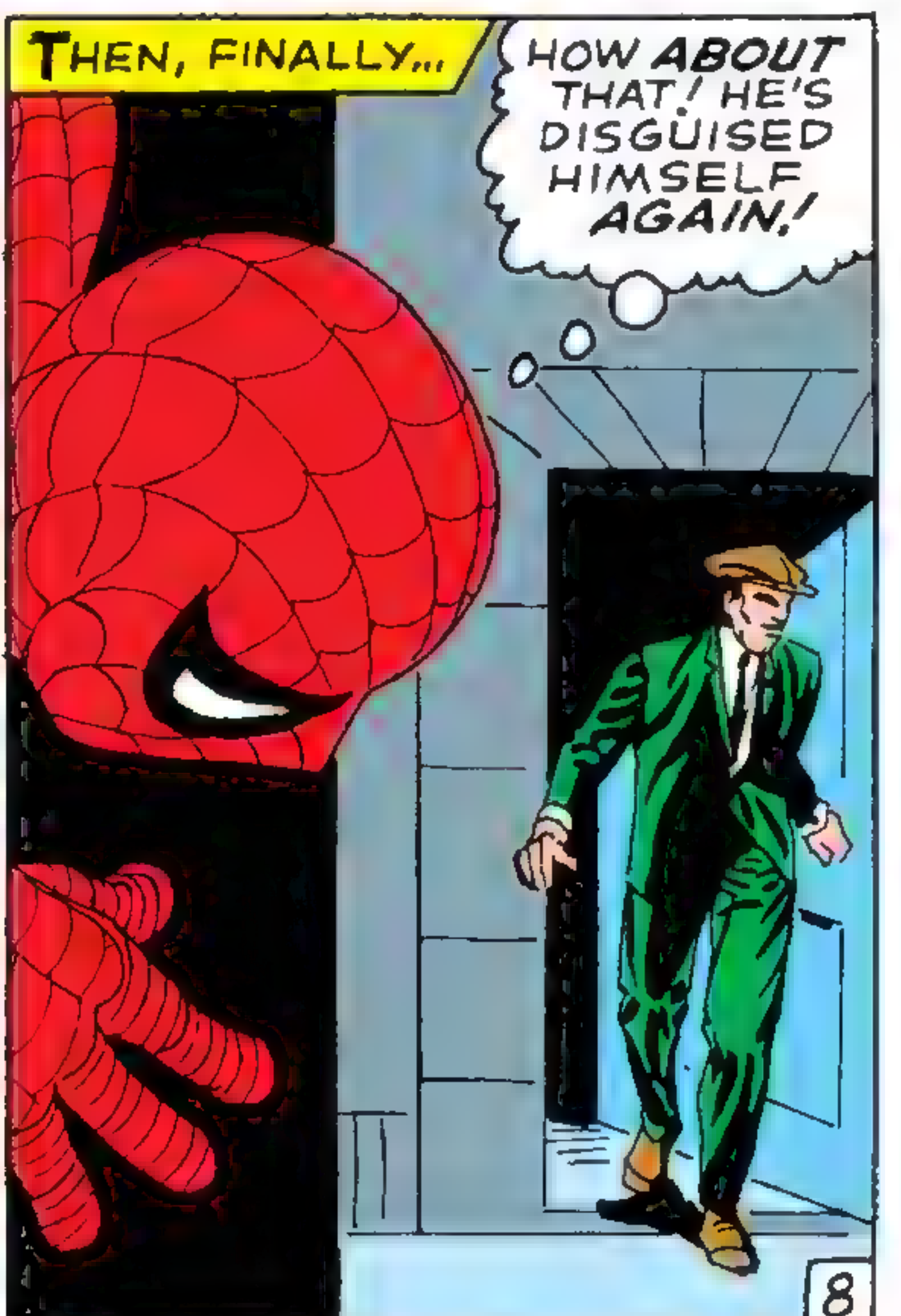
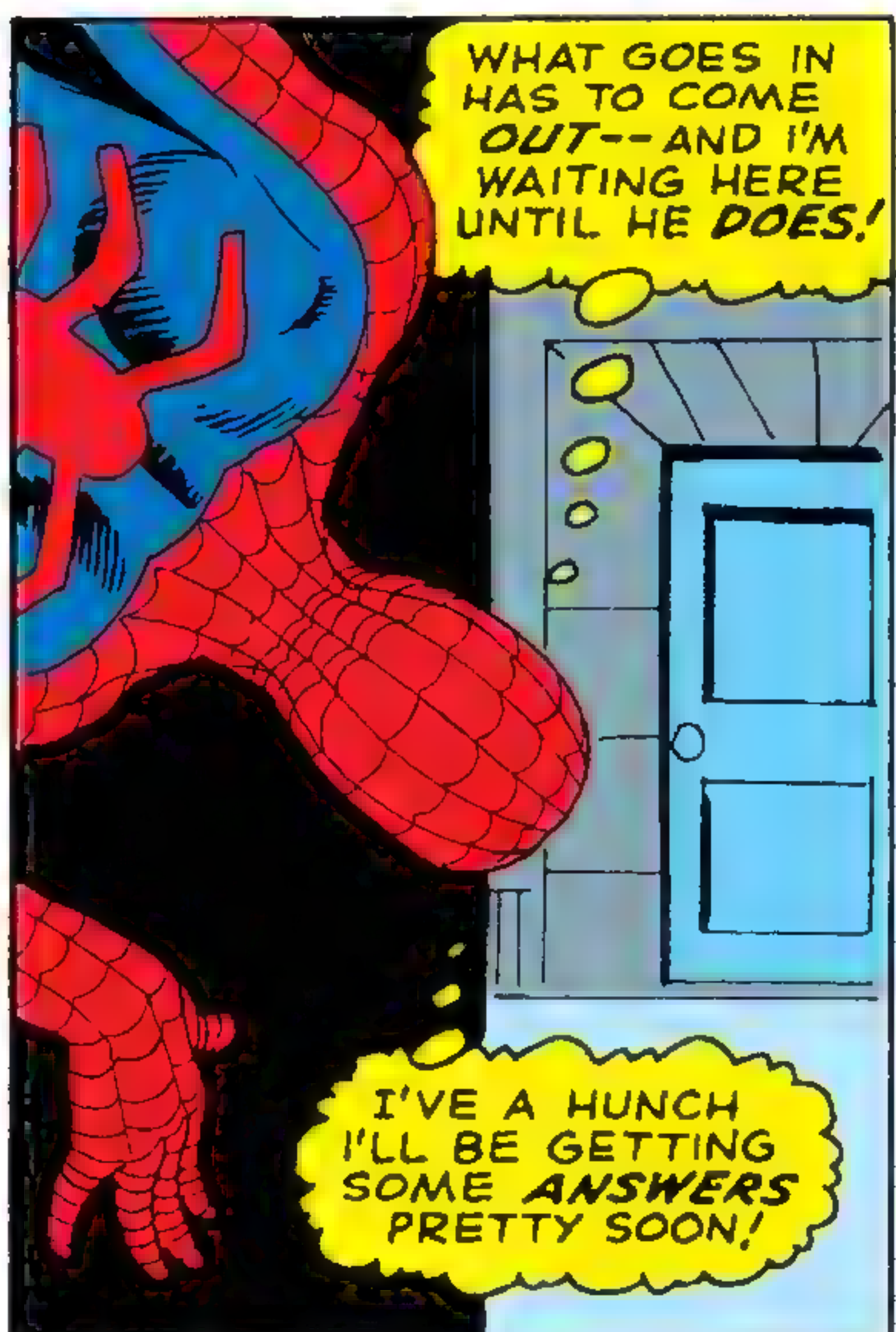
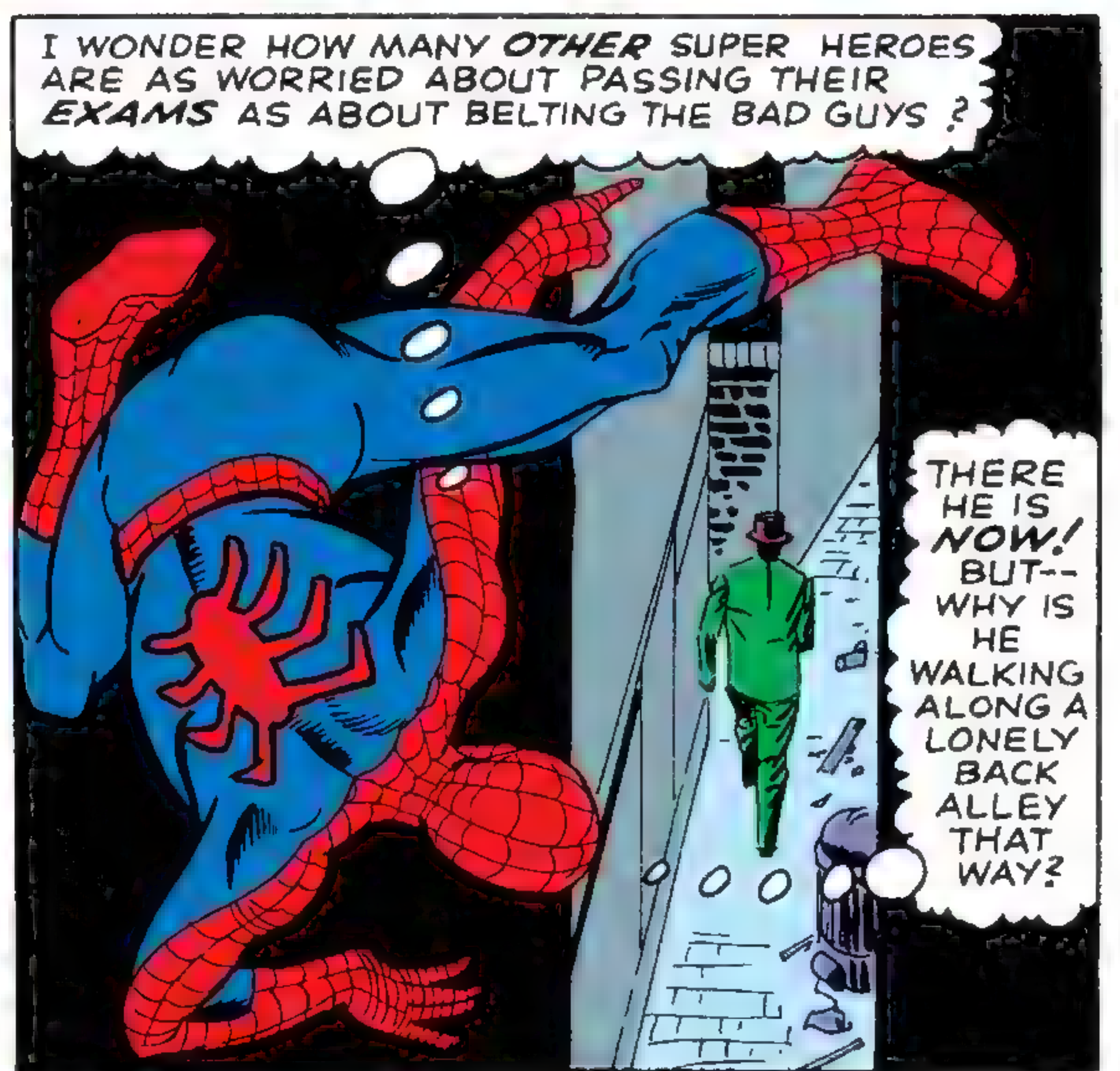
HE'S GONE TO BED! THIS IS MY CHANCE!

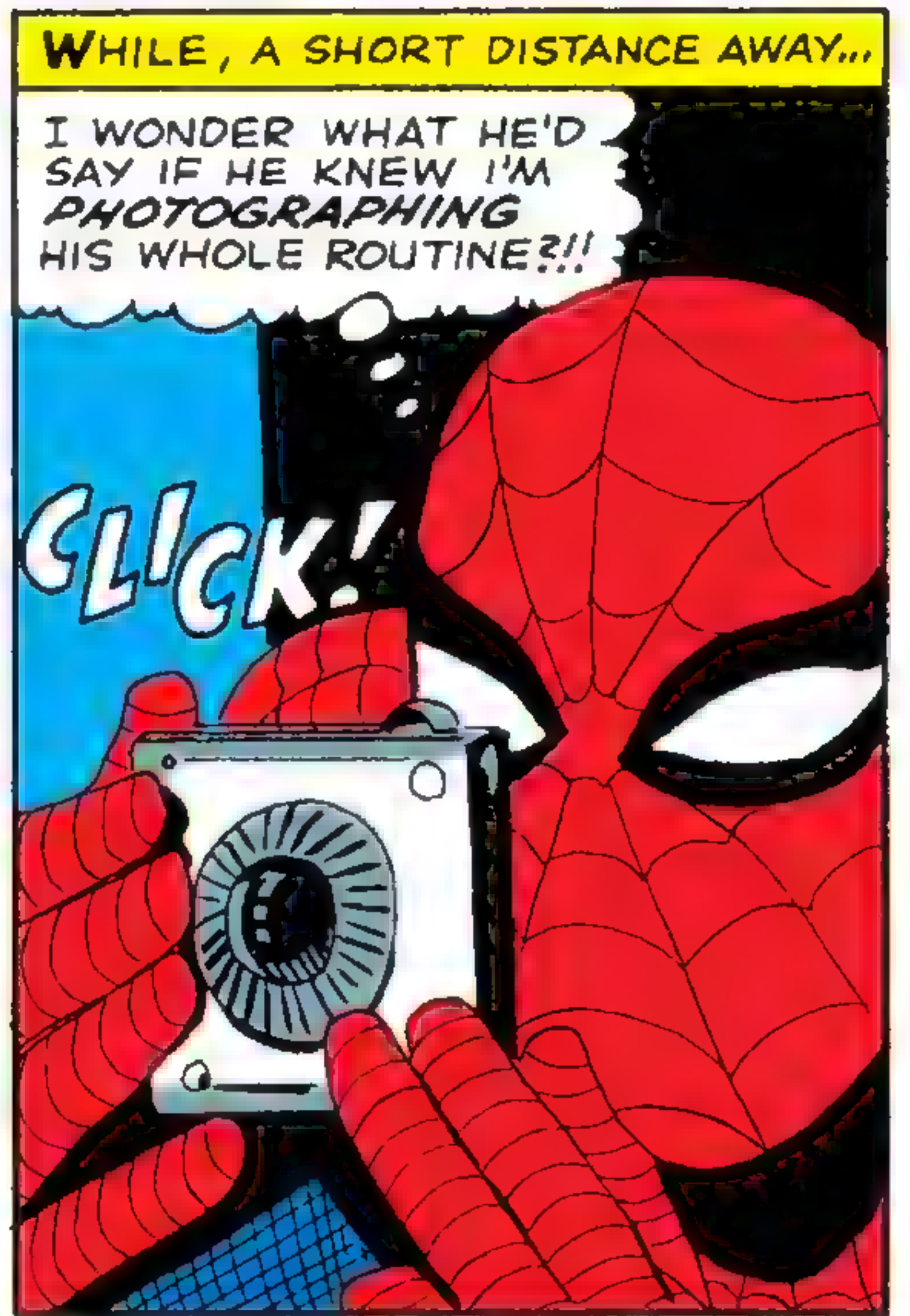
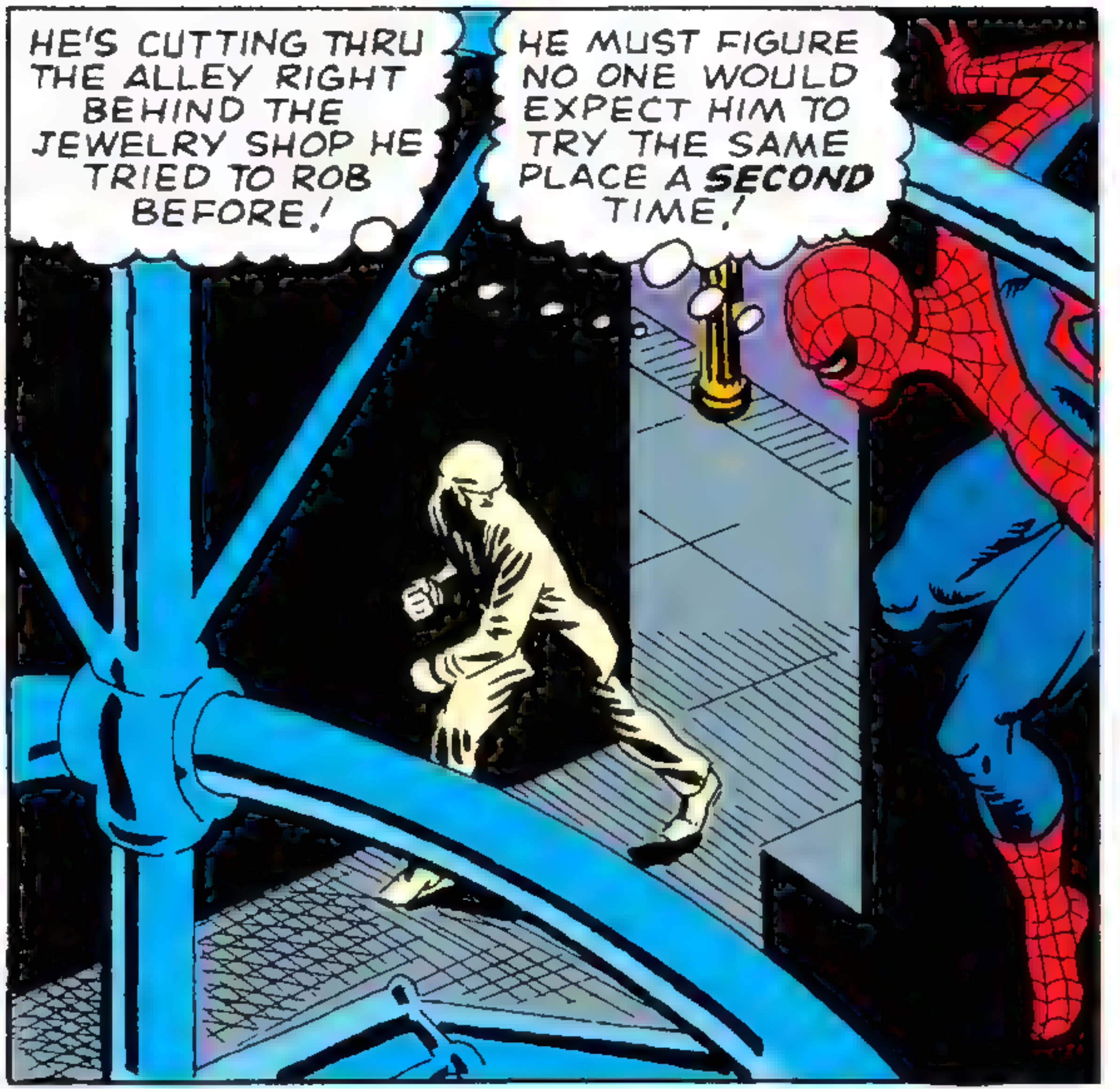


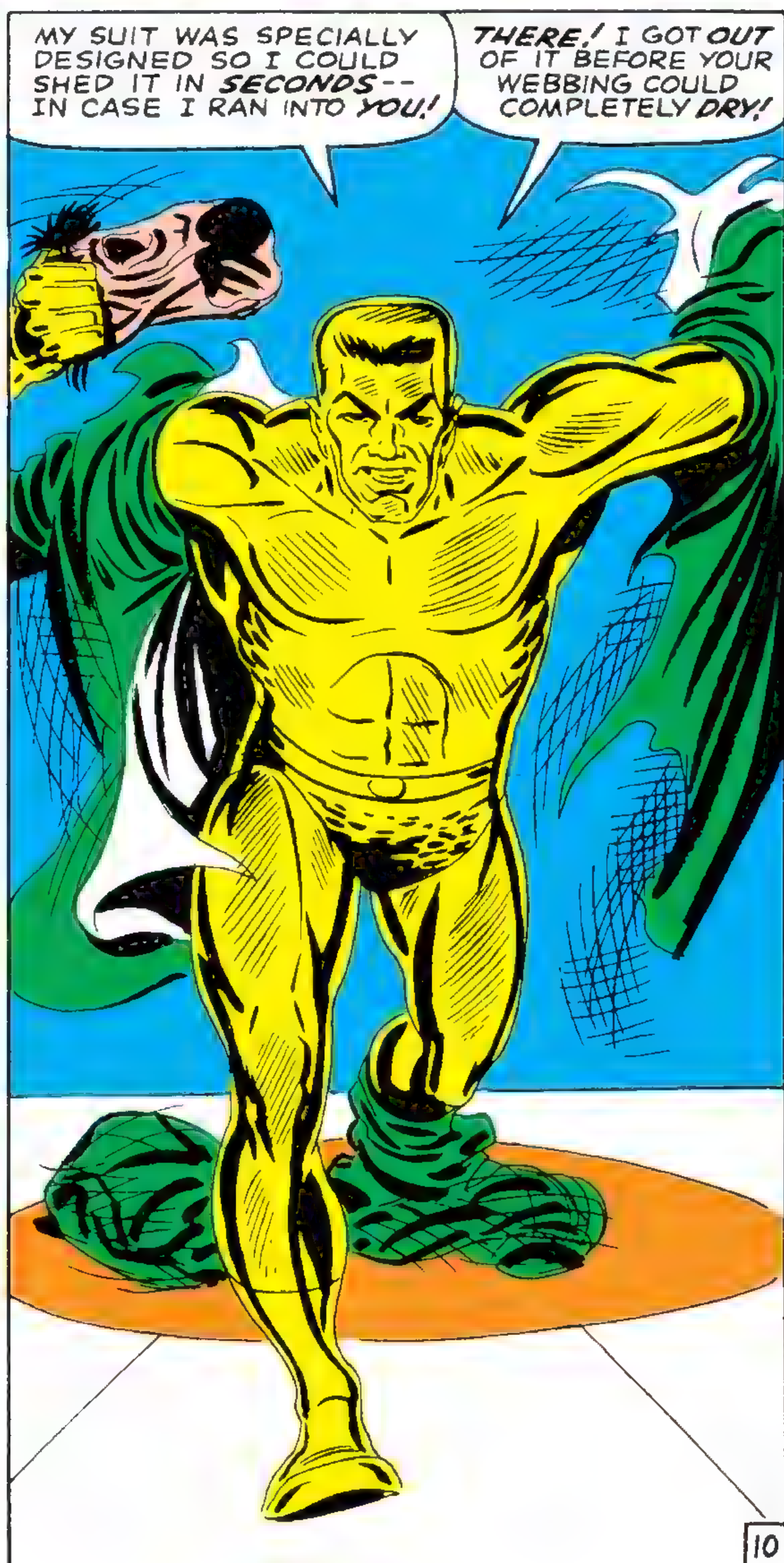
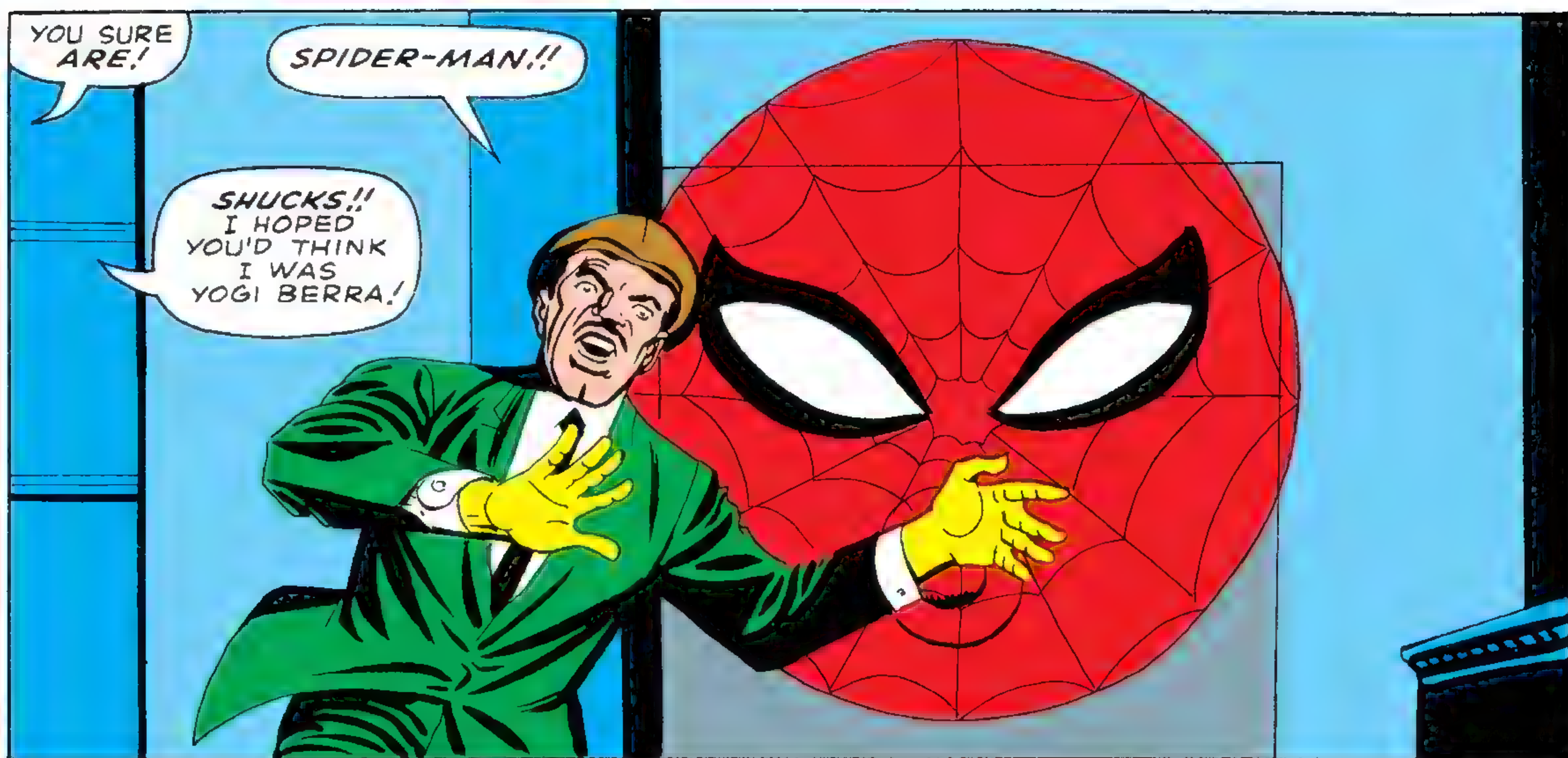
I'LL JUST STICK ONE OF MY LITTLE "SPIDER TRACERS" BEHIND THE LAPEL OF HIS JACKET -- THERE!

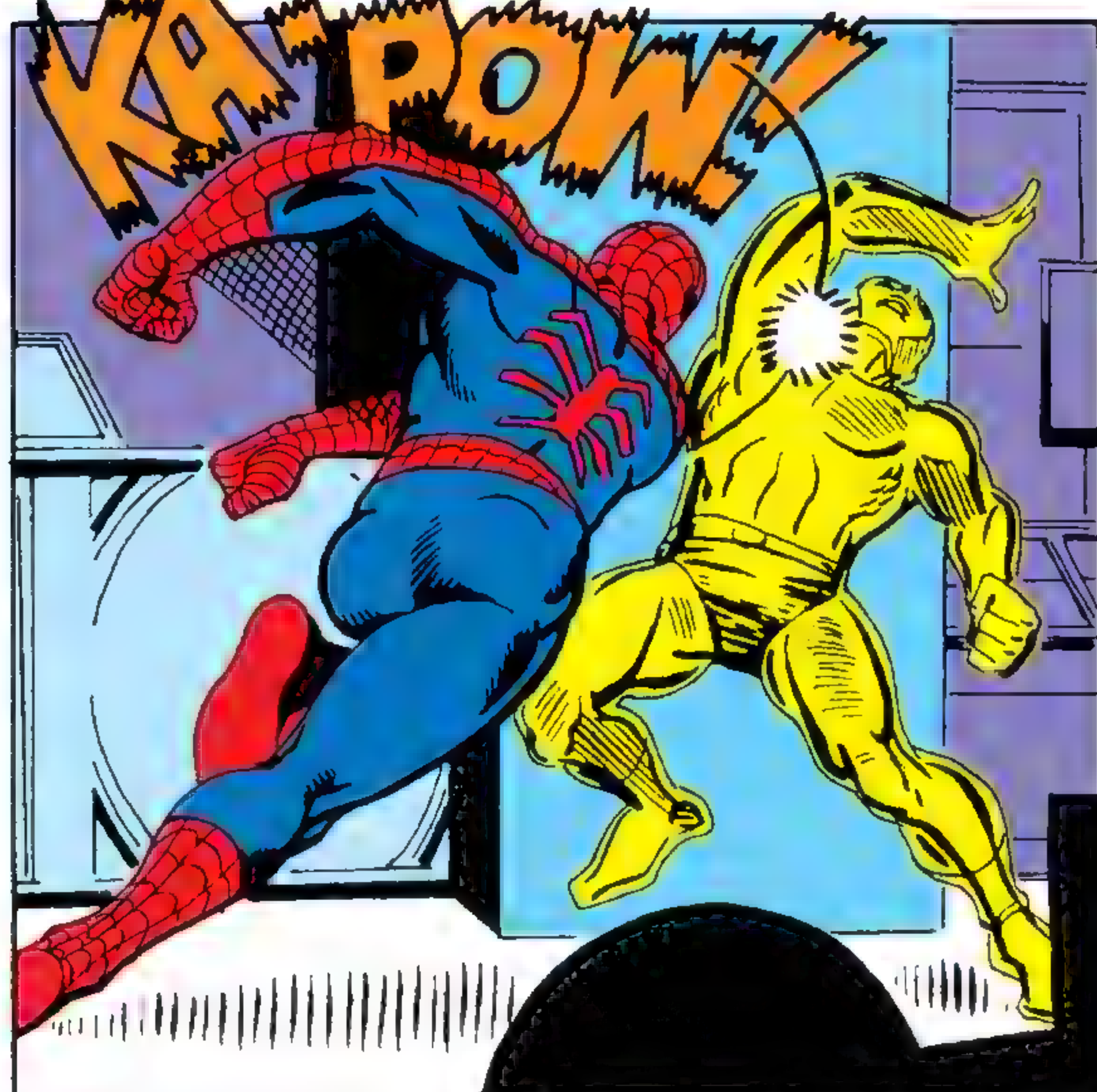
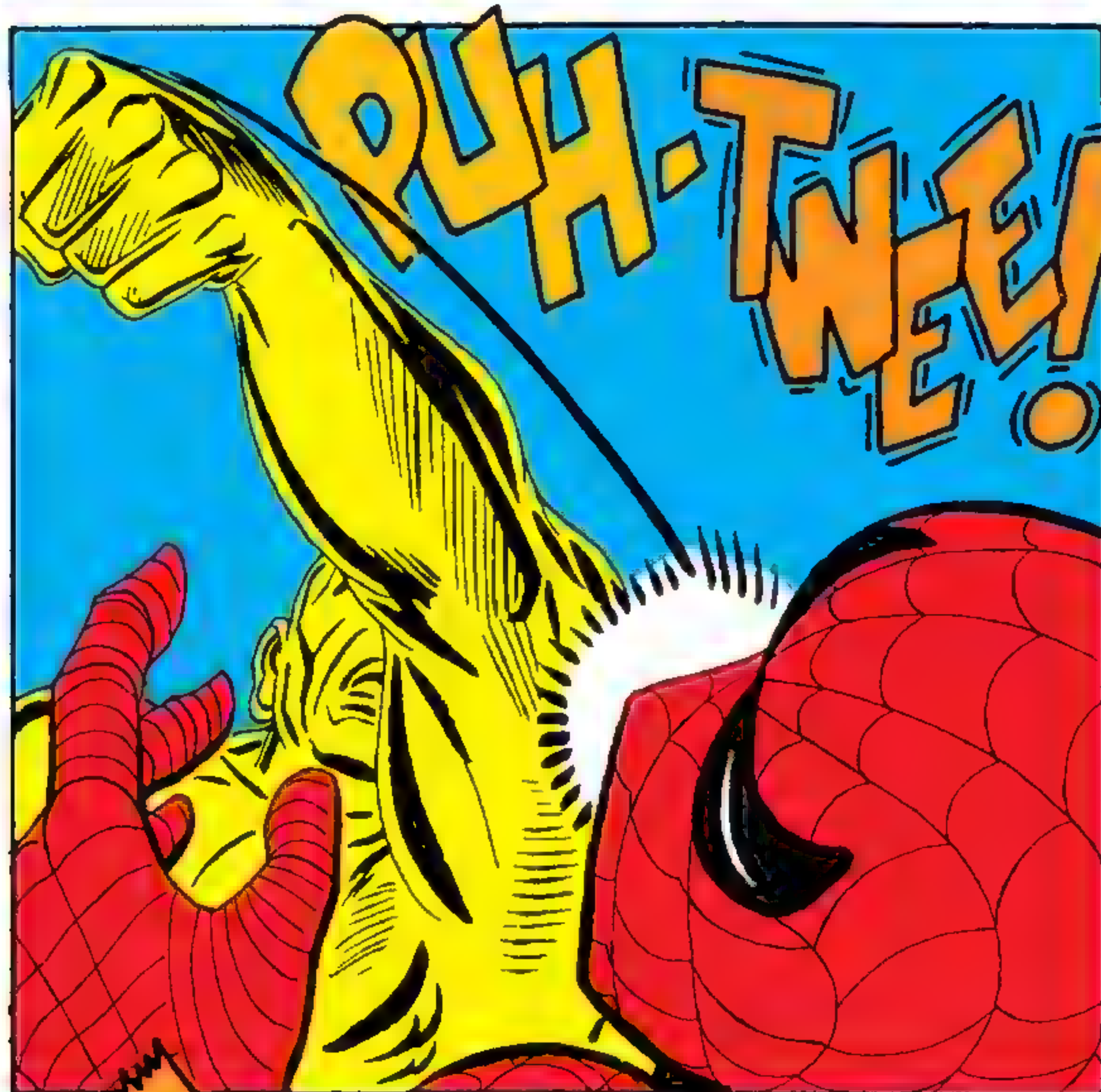
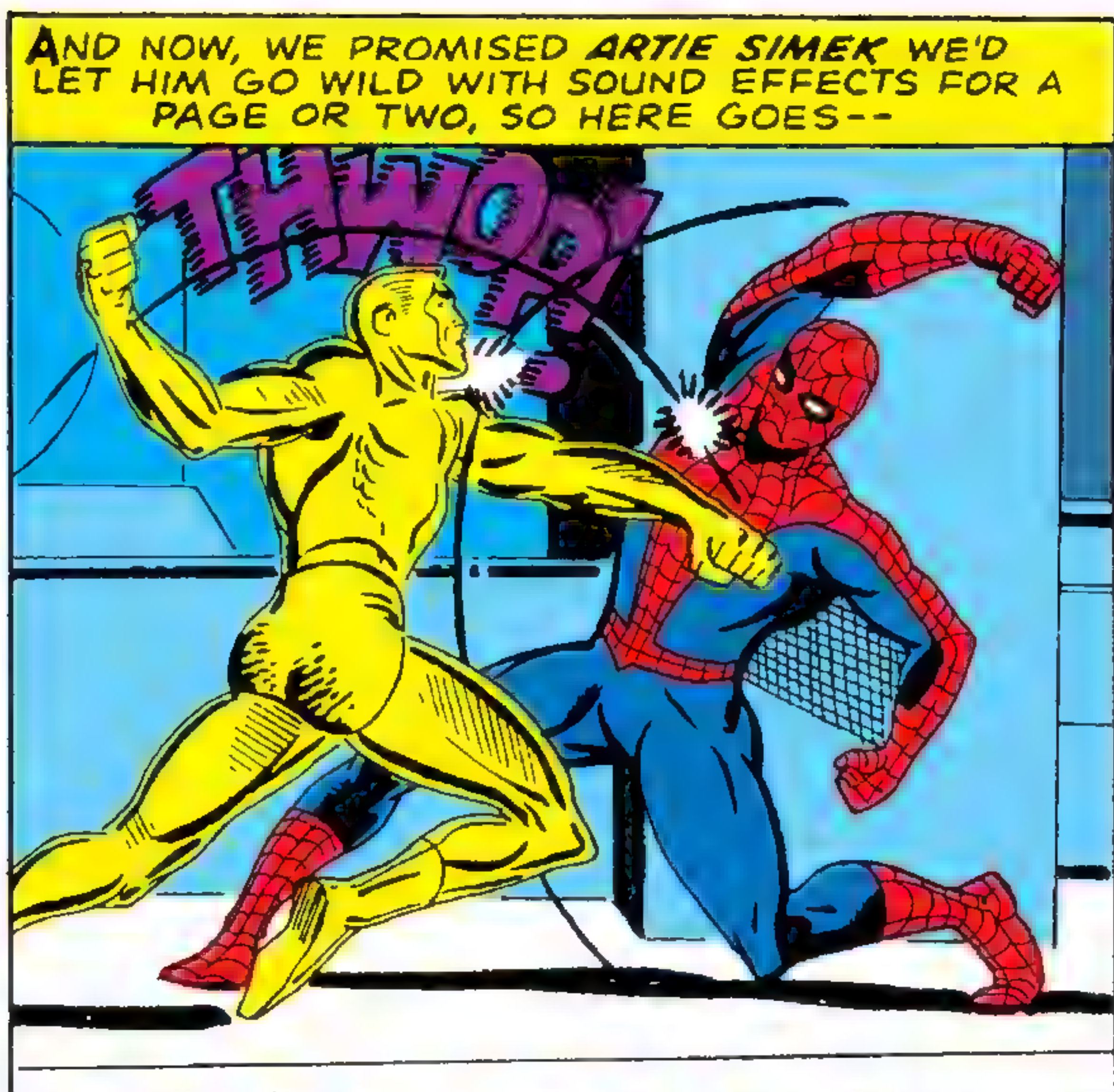
THAT'S THAT! NOW IT'LL BE A CINCH FOR ME TO KEEP TABS ON HIM, NO MATTER WHAT!

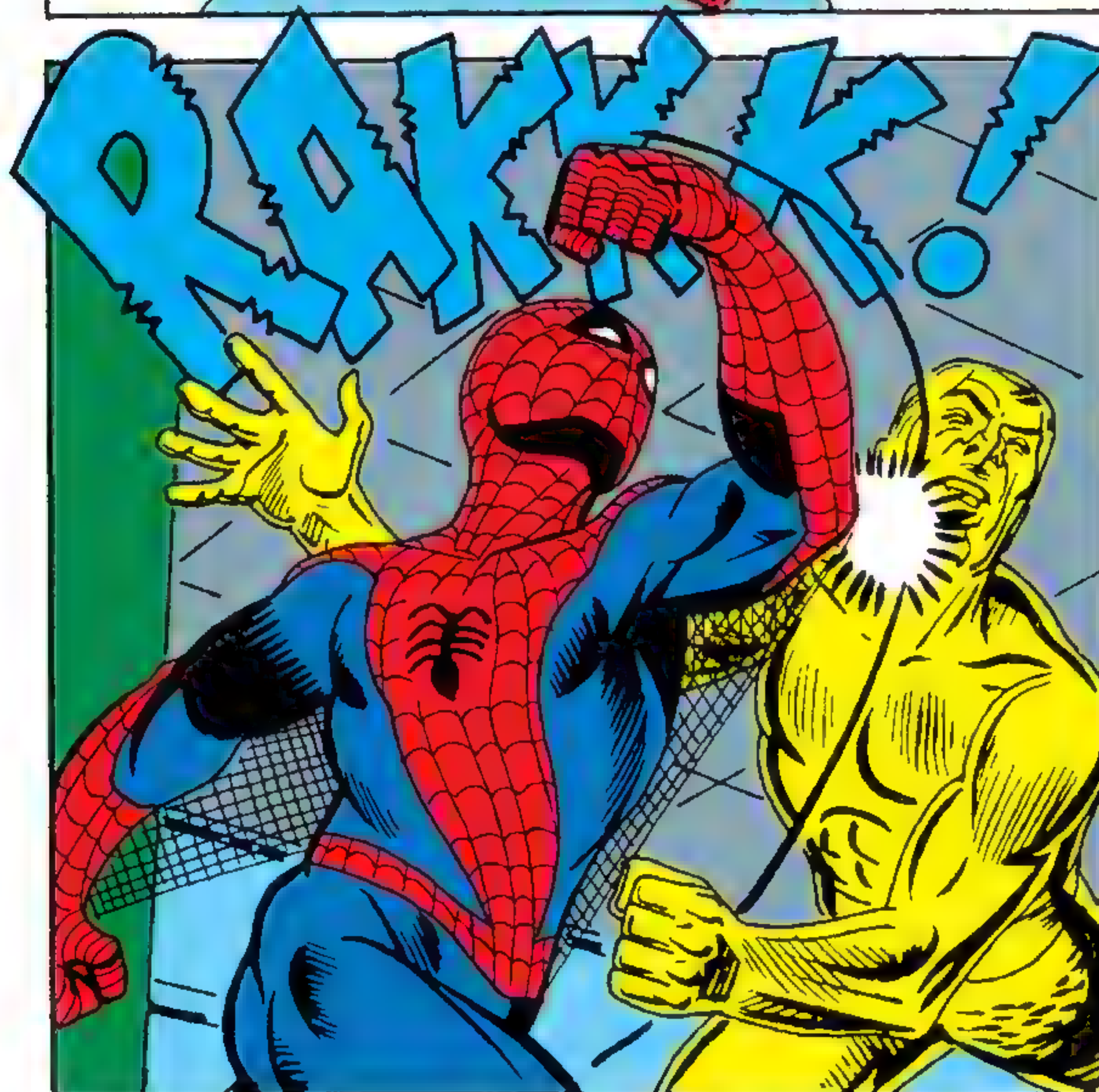












HAA! I PROVED I
COULD TAKE THE
BEST YOU CAN
DISH OUT!

AND NOW, FROM
HERE ON IN, I'M
GONNA BE CALLING
THE TUNE--HEAR??

FIRST, USING THE METALLIC POWER
OF MY MOLTEN BODY, I'LL CRUSH
ALL THE FIGHT OUT OF YOU WITH AN
UNBREAKABLE **BEAR HUG!**

YOU'RE JUST WHISTLING IN
THE DARK, MOLTEY--

YOU CAN'T
BEAT **ME**
THAT WAY!



NO BEAR HUG CAN STOP MY
WEBBING FROM ZIPPIN' UP
TO THE CEILING, AND **STICK-**
ING THERE!

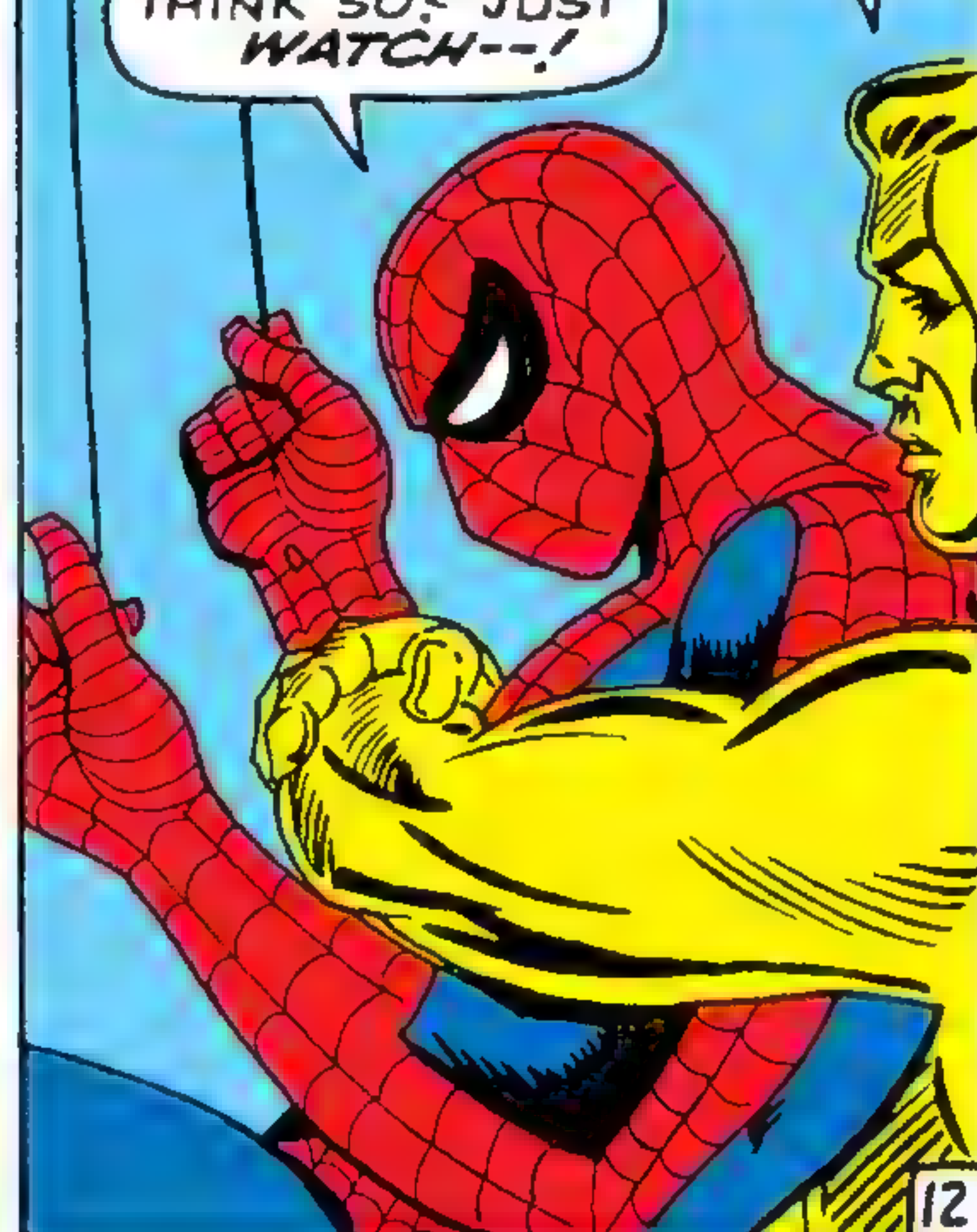
WHAT
GOOD'LL
THAT DO
YOU?



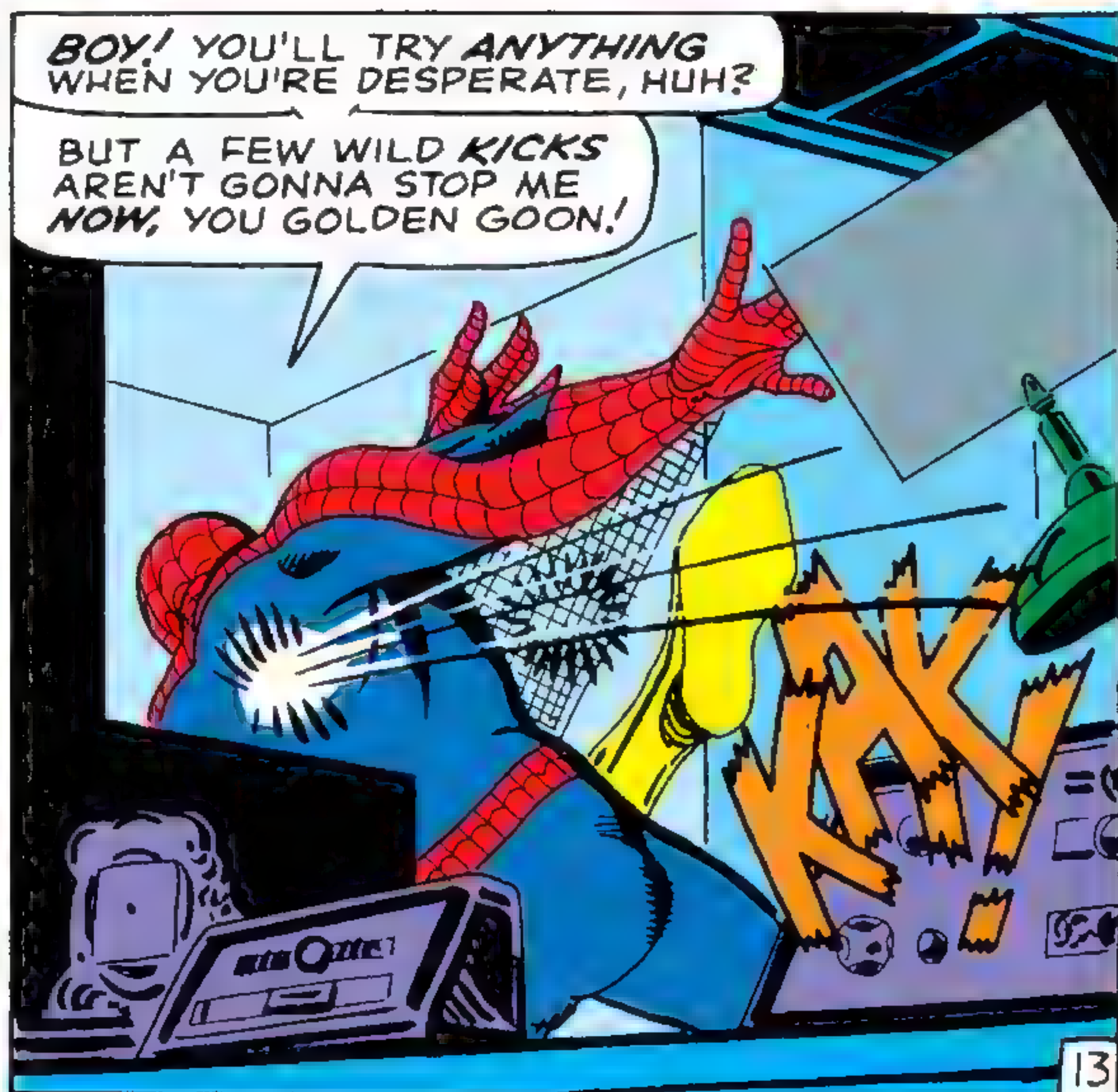
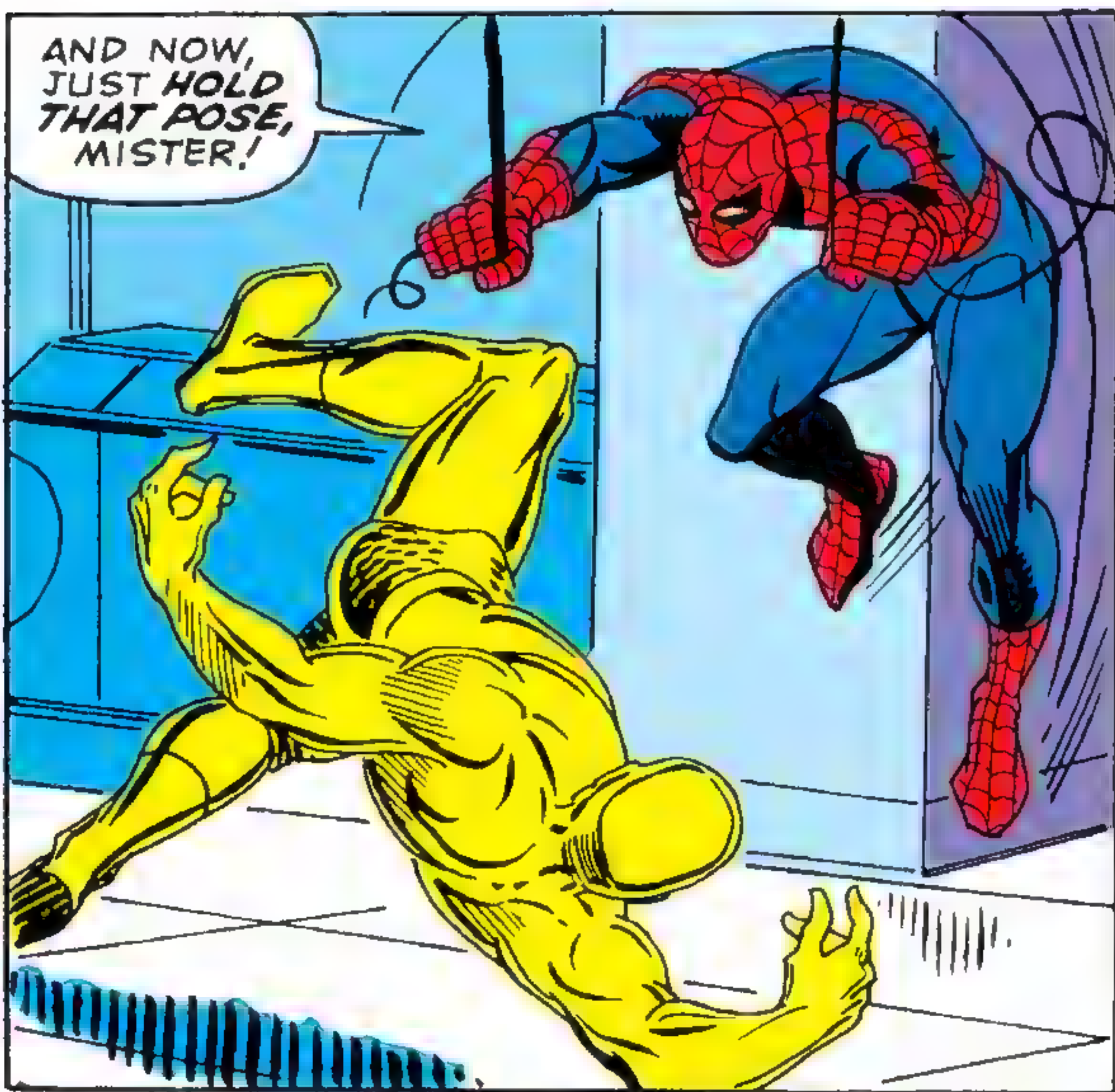
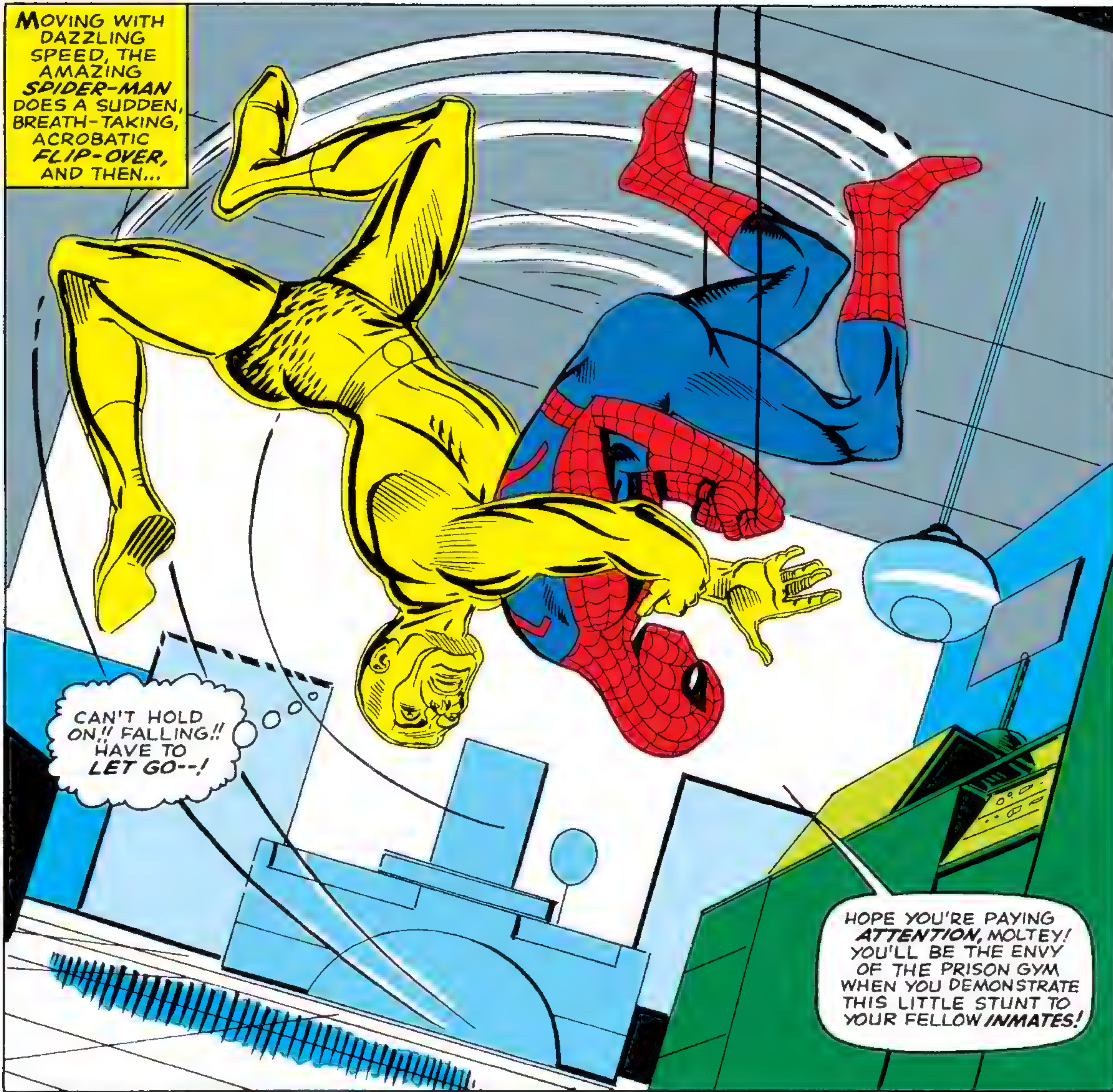
I WAS **HOPING** YOU'D ASK!

YOU'RE **BLUFFING!**

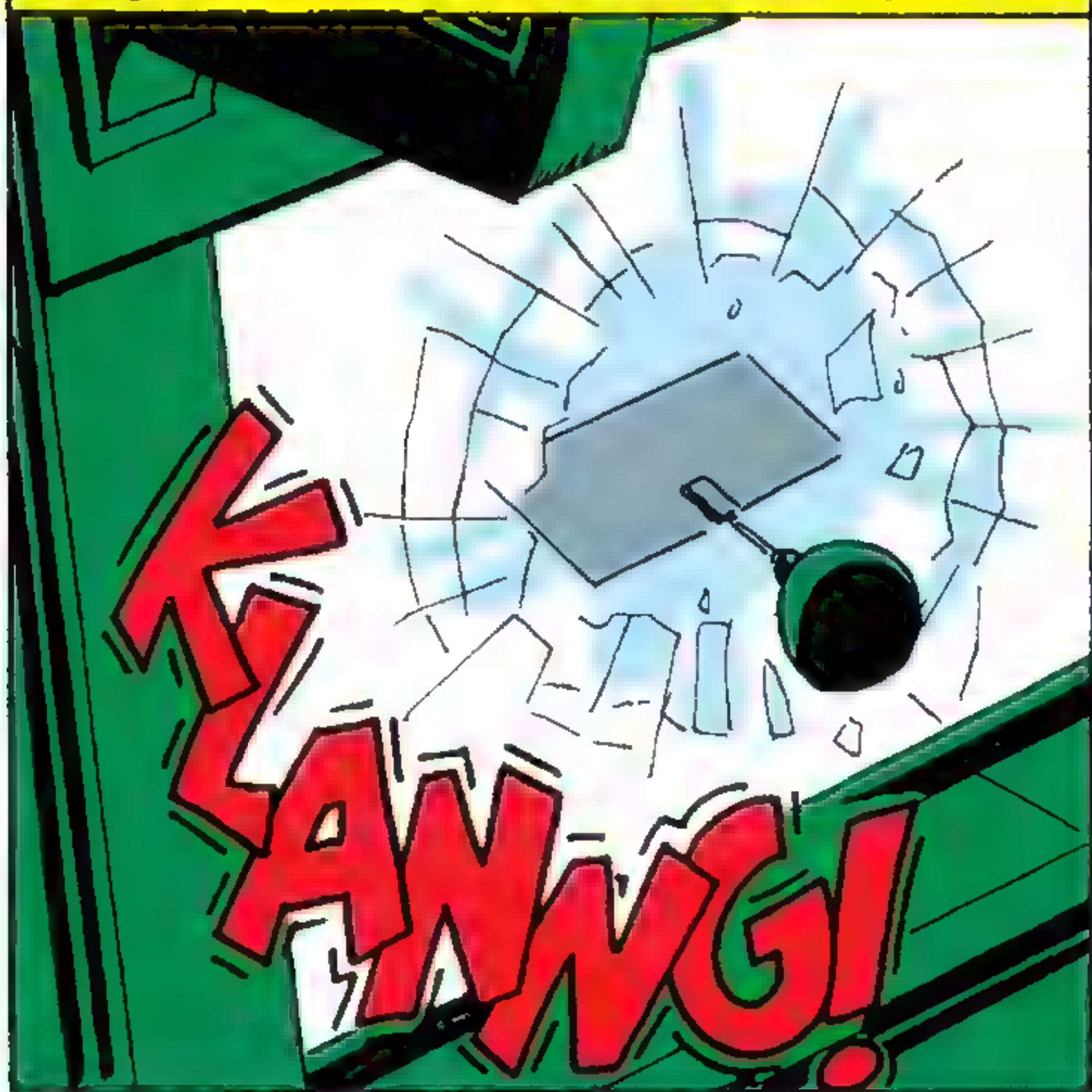
THINK SO? JUST
WATCH--!



MOVING WITH
DAZZLING
SPEED, THE
AMAZING
SPIDER-MAN
DOES A SUDDEN,
BREATH-TAKING,
ACROBATIC
FLIP-OVER,
AND THEN...



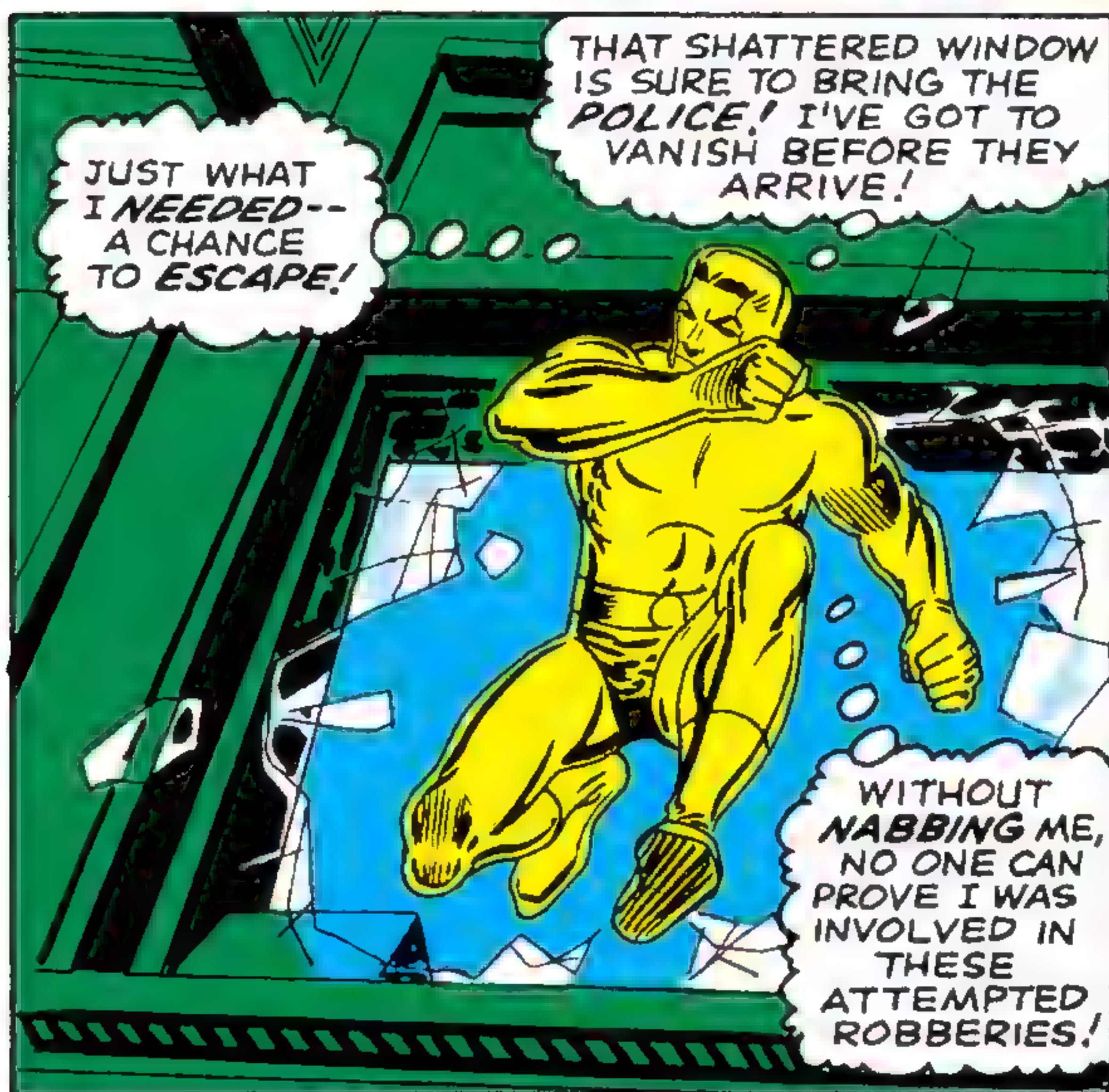
BUT, HIS RANDOM KICK *DOES* HELP THE MOLTEN MAN, FOR IT CAUSES SPIDEY TO COVER HIS FACE IN ORDER TO SHIELD HIMSELF FROM FLYING GLASS--!



AND, IN THAT BRIEF INTERVAL, THE METALLIC MENACE MANAGES TO GAIN THE INITIATIVE AGAIN--ALBEIT TEMPORARILY!

GET BACK!
BACK!

WHEW!-- YOU'VE GOT A CONVINCING WAY OF ASKING A FELLA, MOLTEY!



JUST WHAT I NEEDED-- A CHANCE TO ESCAPE!

THAT SHATTERED WINDOW IS SURE TO BRING THE POLICE! I'VE GOT TO VANISH BEFORE THEY ARRIVE!

WITHOUT NABbing ME, NO ONE CAN PROVE I WAS INVOLVED IN THESE ATTEMPTED ROBBERIES!



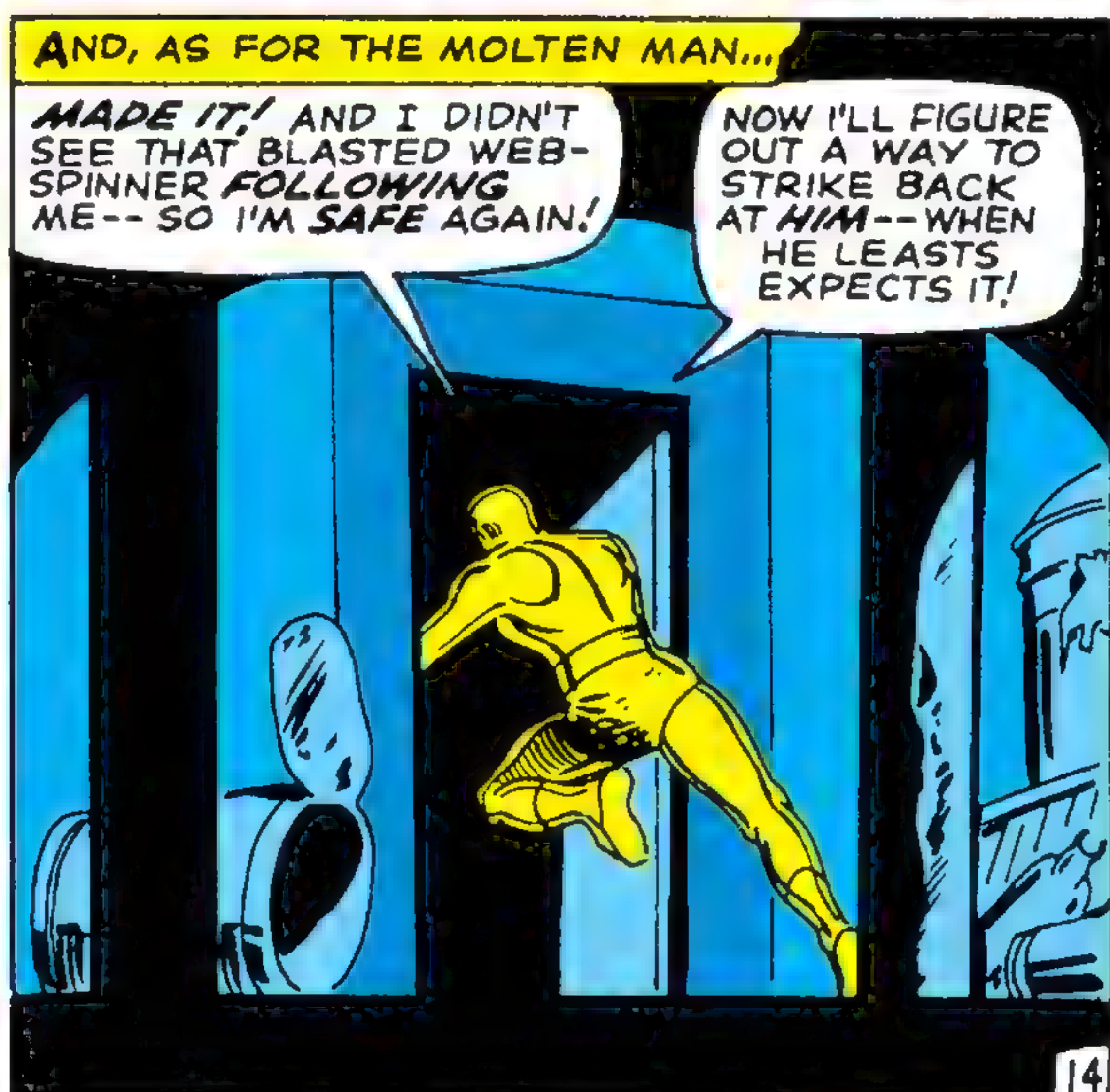
HE'S GONE AGAIN!

BUT THIS TIME HE WON'T GET AWAY FROM ME!



NOT WHILE I KNOW WHERE HE'S SURE TO BE HEADING!

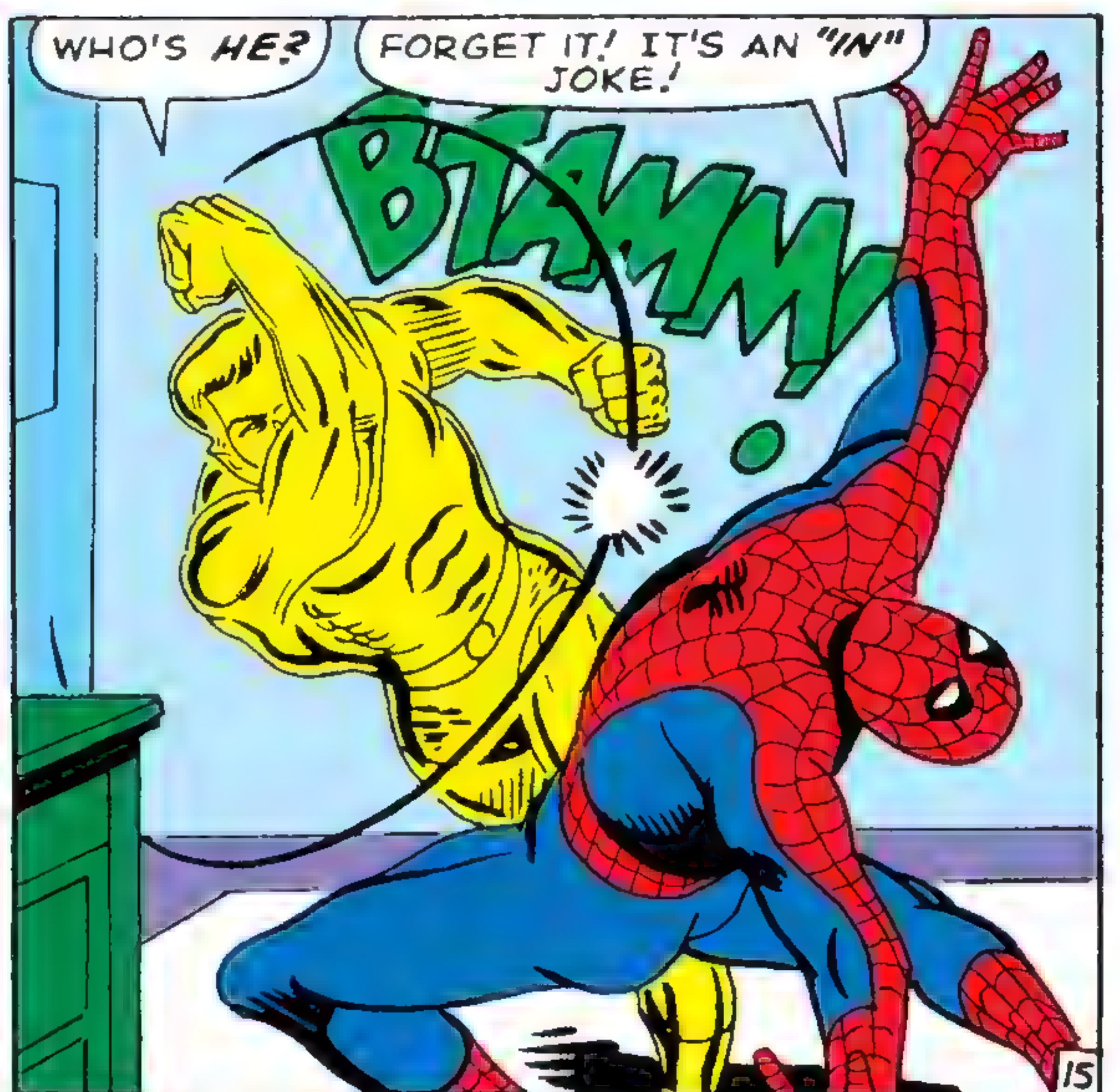
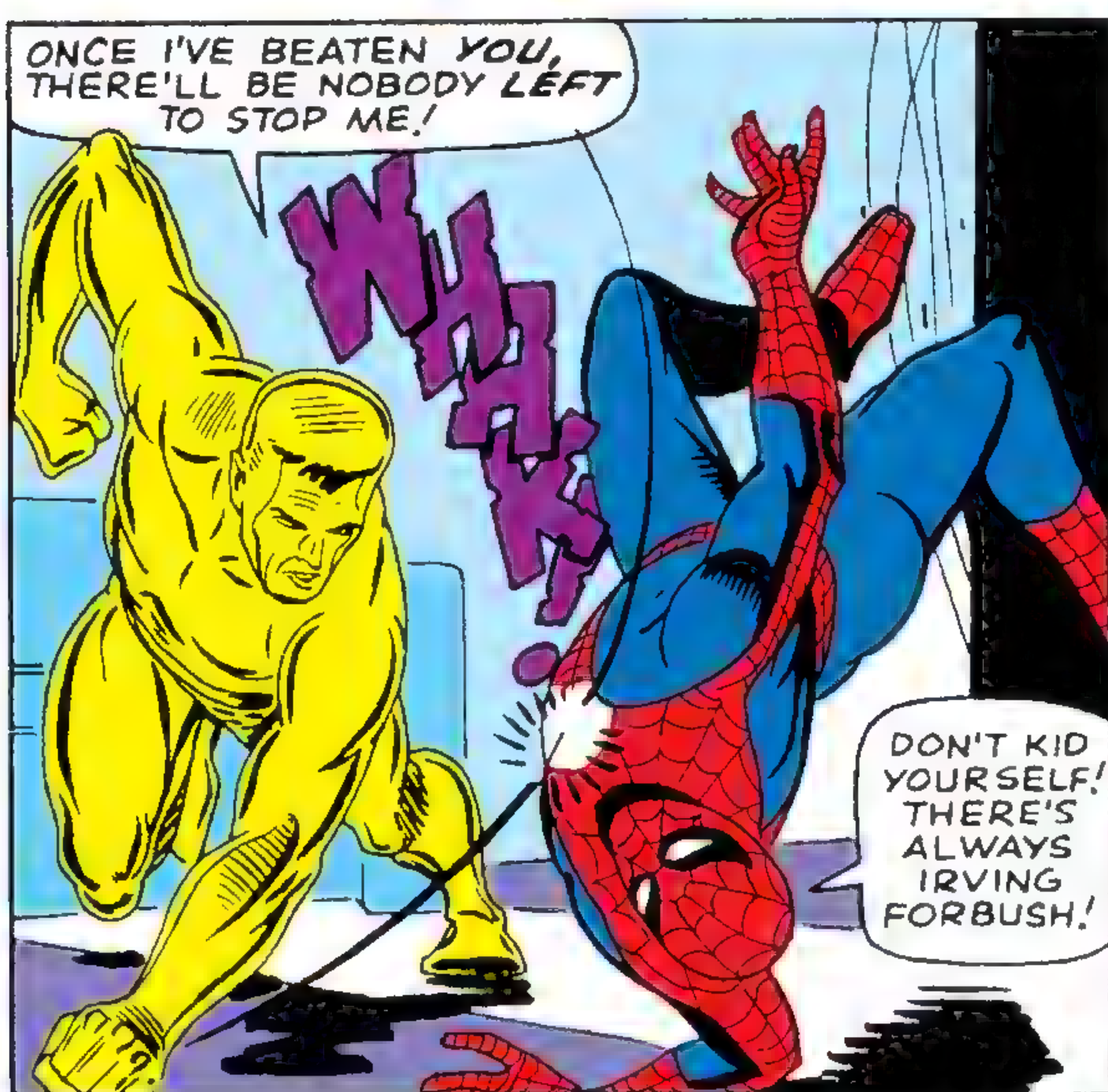
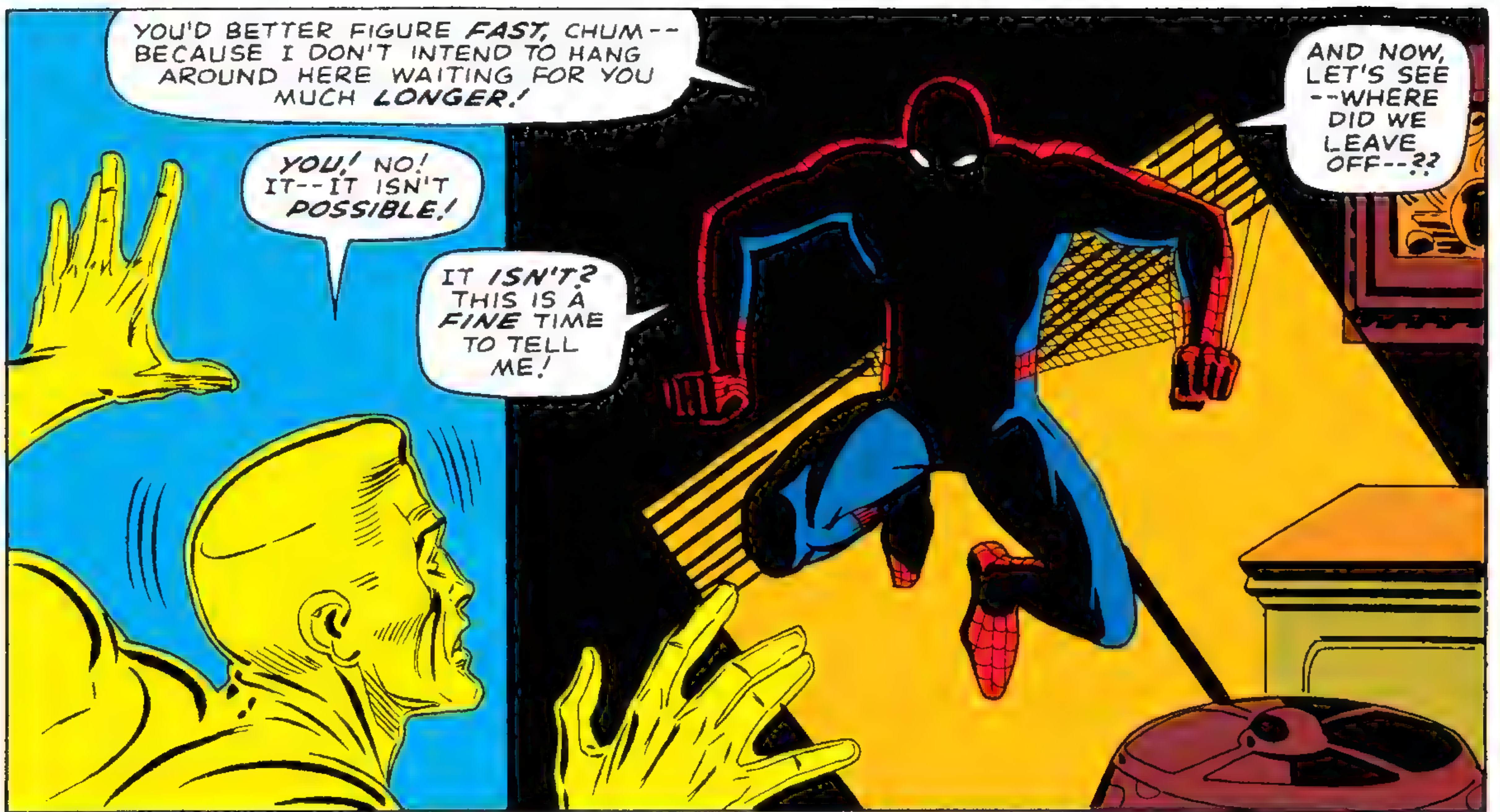
I'LL JUST GET THERE VIA THE SKYWAY--- THERE'S LESS TRAFFIC UP HERE!

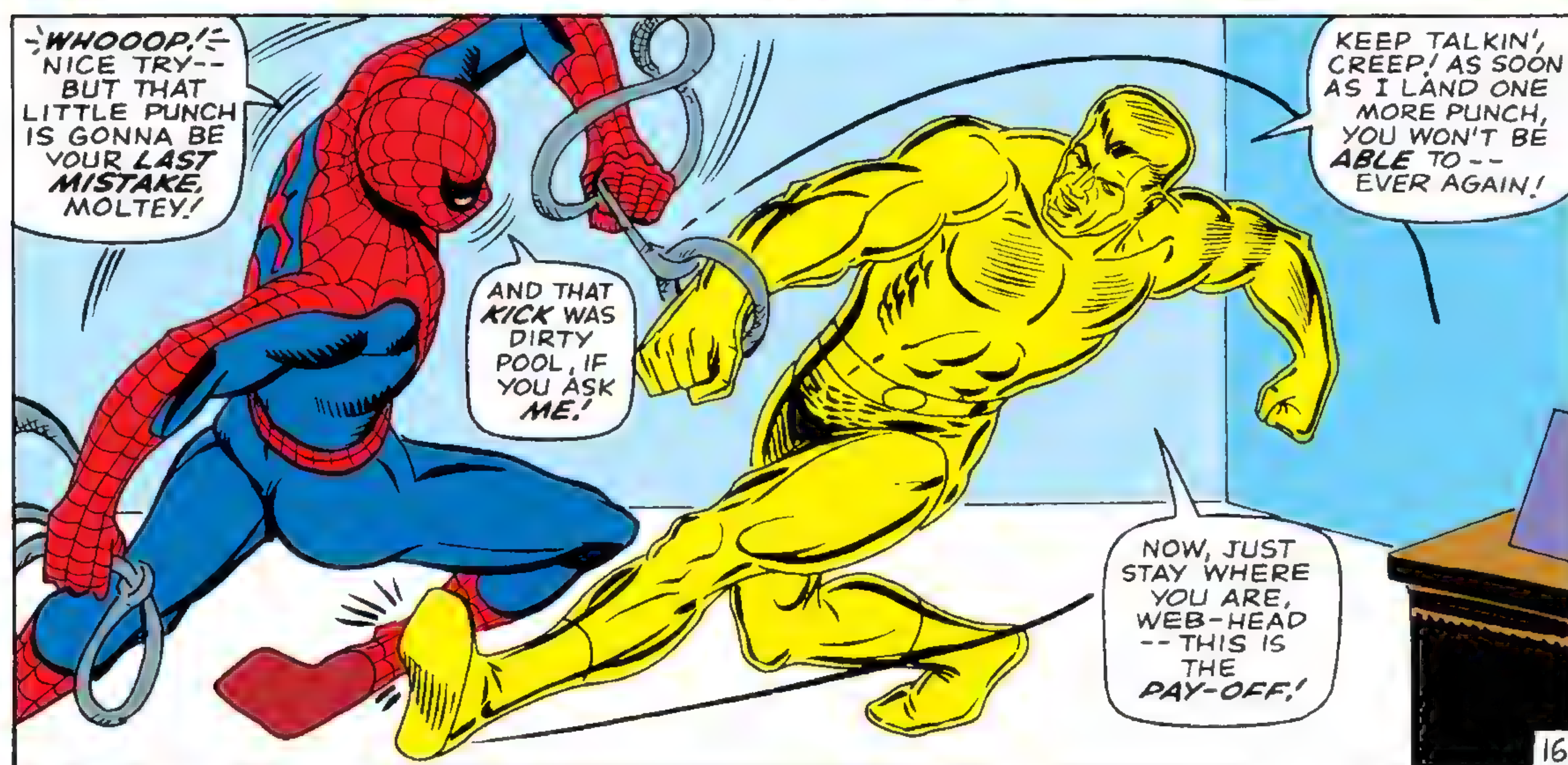
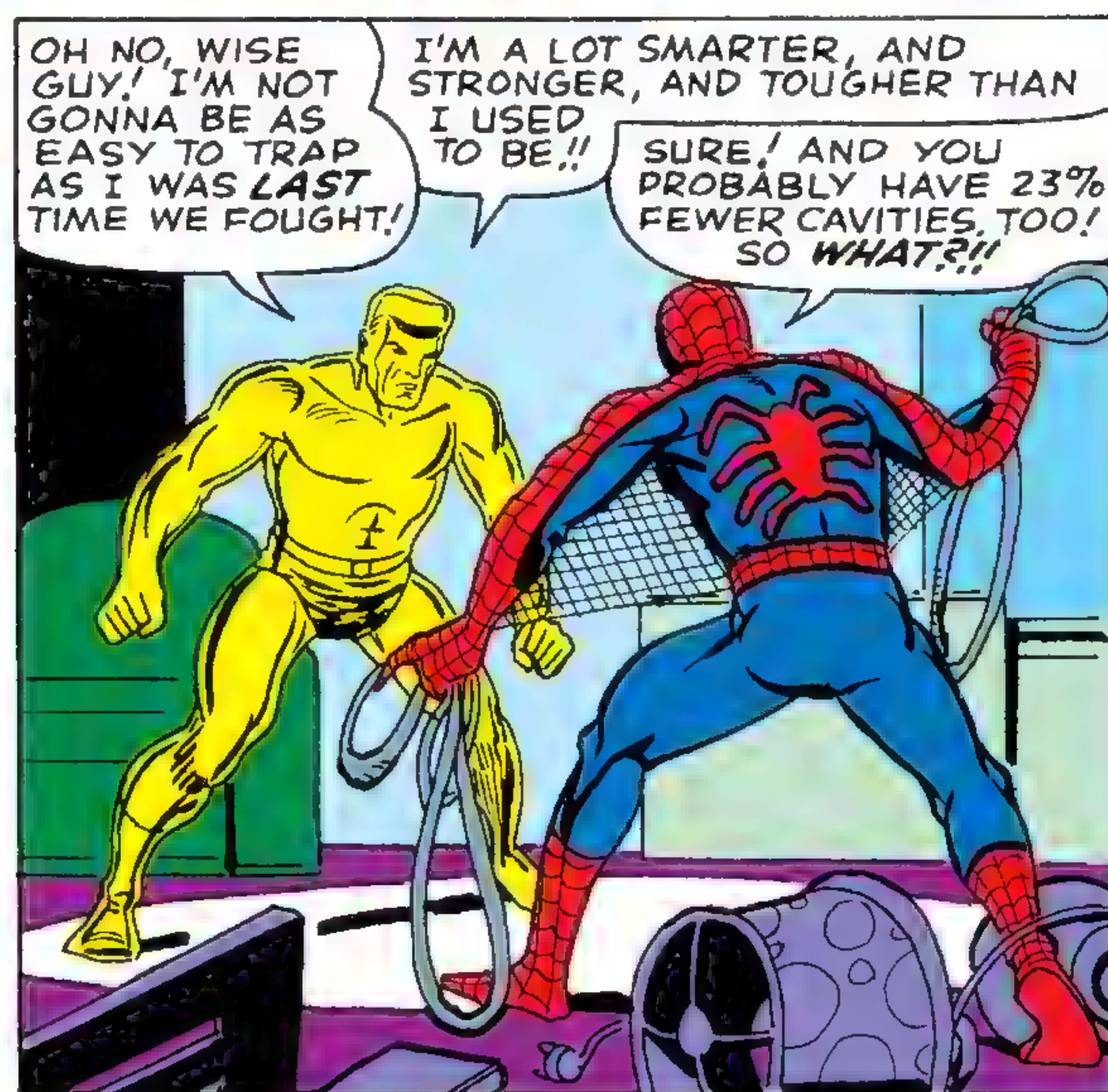


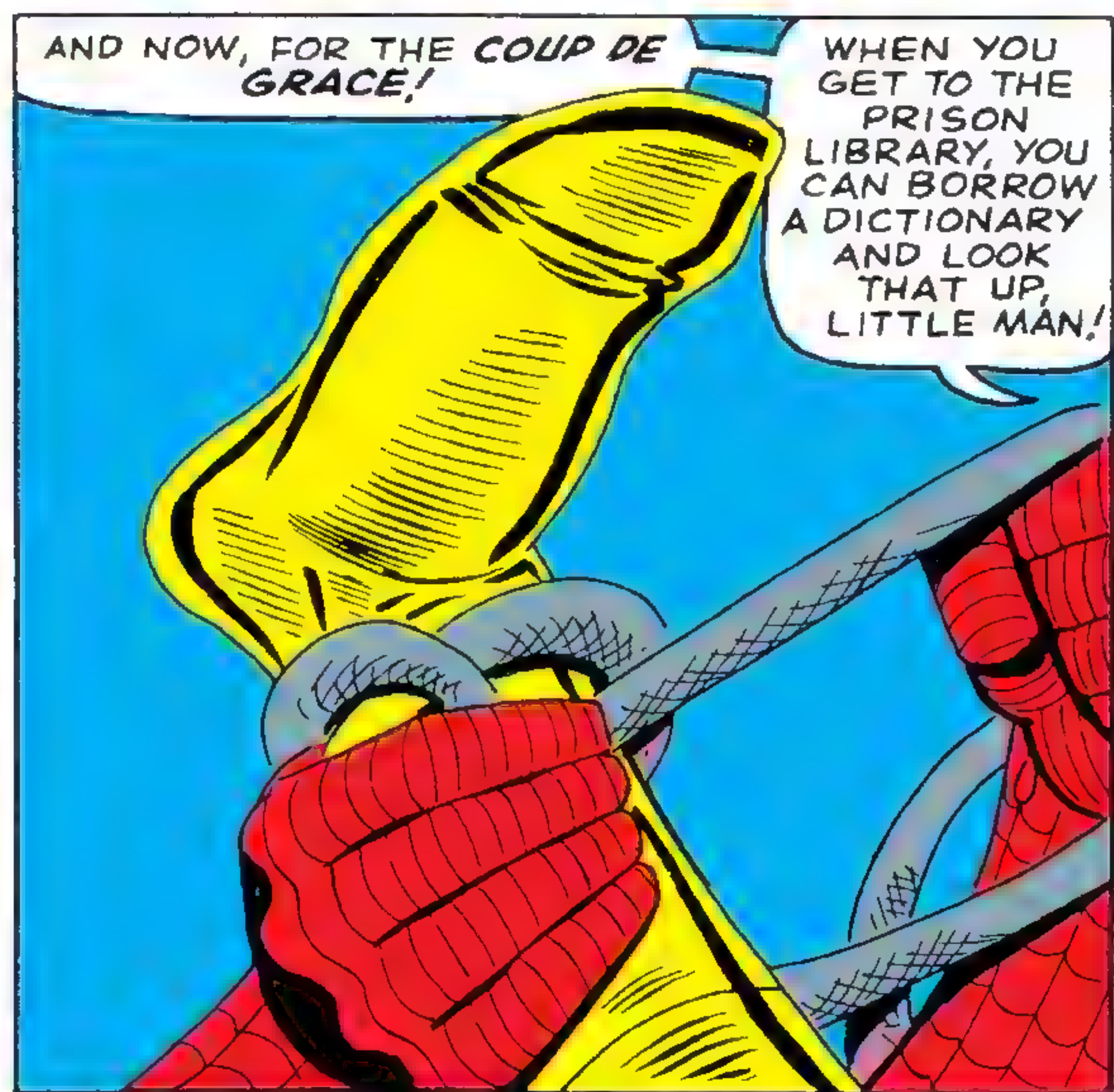
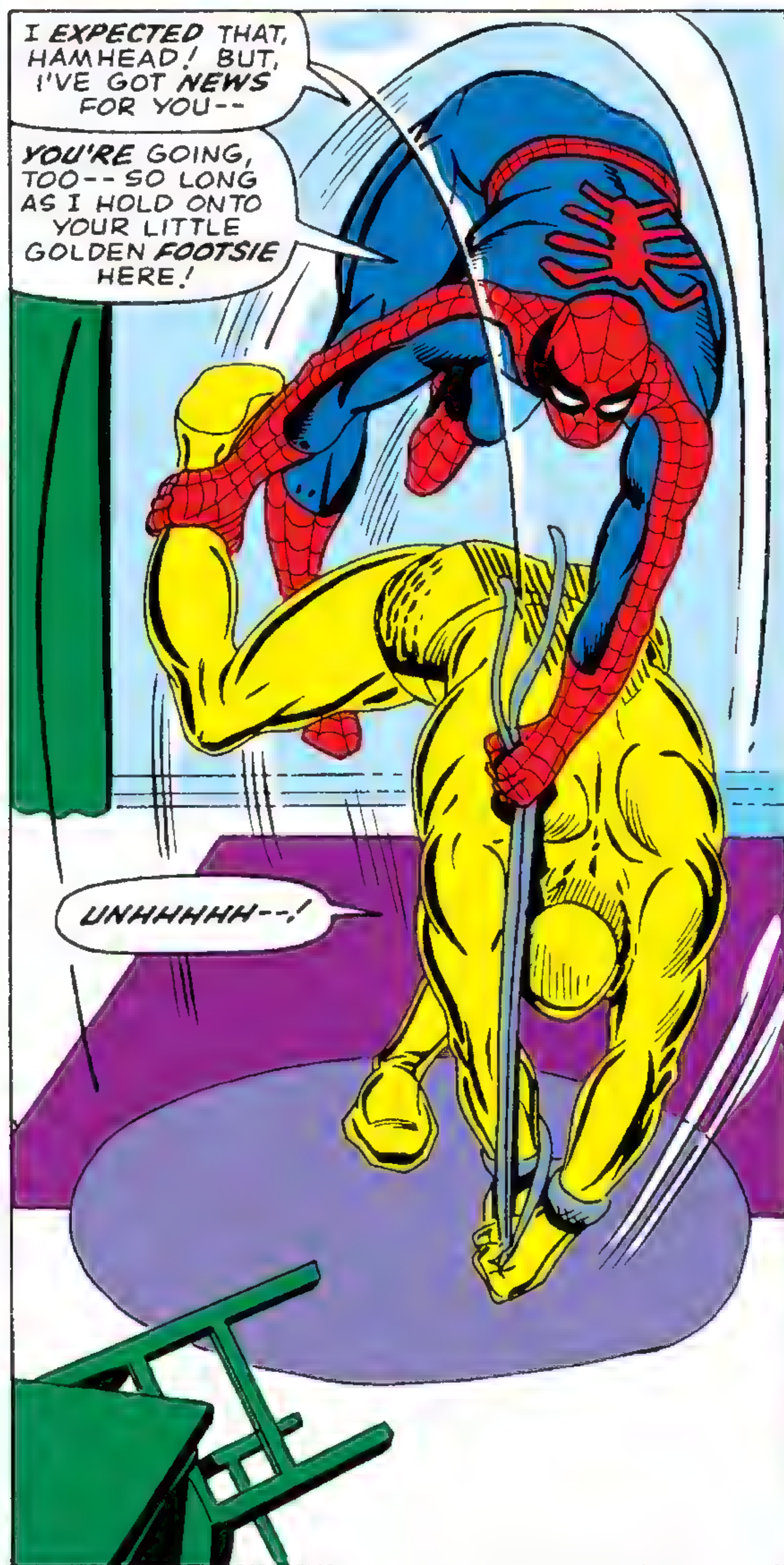
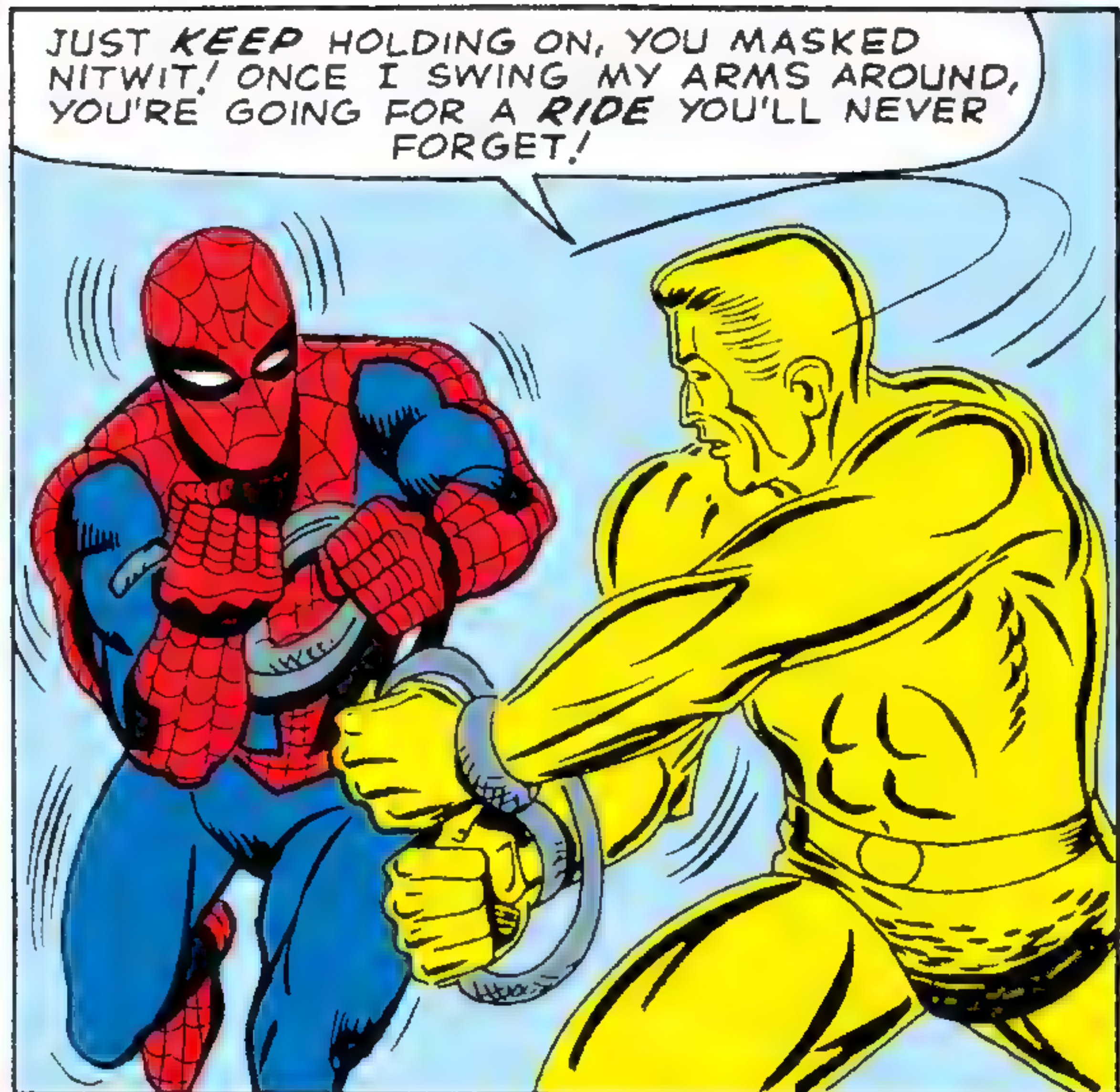
AND, AS FOR THE MOLTEN MAN...

MADE IT! AND I DIDN'T SEE THAT BLASTED WEB-SPINNER FOLLOWING ME-- SO I'M SAFE AGAIN!

NOW I'LL FIGURE OUT A WAY TO STRIKE BACK AT HIM-- WHEN HE LEASTS EXPECTS IT!







MINUTES LATER, A SCENE WHICH OCCURRED A FEW MONTHS AGO IS REPEATED ANEW-- TO THE EXTREME DISCOMFORT OF A MAN NAMED RAXTON...

GET ME OUT OF HERE! YOU'VE NOTHING ON ME!

ACCORDING TO THIS NOTE FROM SPIDER-MAN, IF WE HOLD YOU FOR A LITTLE WHILE, HE'LL BRING US PROOF THAT YOU WERE INVOLVED IN SOME ROBBERY ATTEMPTS!

LOOKS LIKE THIS IS GETTING TO BE A HABIT WITH YOU, FELLA!

WELL, I GUESS WE CAN STAND YOUR COMPANY FOR A WHILE, IF YOU'LL PUT UP WITH OURS!

GET HIM DOWN FROM THERE! WE'LL HOLD HIM ON SUSPICION OF ROBBERY FOR AS LONG AS WE CAN!

HOLD IT, NOW! EVEN THOUGH THE ACTION'S OVER, WE WANT YOU TO STICK AROUND FOR THE WRAP-UP! IT WON'T TAKE LONG...

FOR ONCE EVERYTHING WORKED OUT PERFECTLY! I HAD MY CAMERA ALL SET UP AND SNAPPED EVERYTHING I NEED!

WOW! I CAN HEAR RAXTON BELLOWING TO BEAT THE BAND FROM 'WAY OUT HERE!

YOU CAN'T DO THIS TO ME! I KNOW MY RIGHTS! YOU CAN'T KEEP ME HERE! I DIDN'T DO ANYTHING! I'M AS INNOCENT AS A NEW-BORN BABY!

WE'RE GLAD TO HEAR THAT, RAXTON! WANT US TO FETCH YOUR FORMULA FOR YOU?

ANYWAY, IF YOU GO CHARGING OUT OF HERE, YOU'LL PROBABLY JUST GET TIED UP BY SPIDER-MAN AGAIN! YOU'RE BETTER OFF WHERE YOU ARE!

YOU TELL 'IM, SARGE!

MY EARS WERE BURNING! SOMEONE MENTION MY NAME?

THESE PICTURES SHOULD GIVE YOU ALL THE EVIDENCE YOU NEED TO HOLD THE MOLTEN MAN UNTIL HE TARNISHES!

SPIDER-MAN! YOU KEPT YOUR WORD!

LET ME SEE WHAT'S IN THAT ENVELOPE! I DON'T BELIEVE IT!

SURE, TAKE A LOOK! BELIEVE IT NOW, MISTER RAXTON?

SHOTS OF ME CHANGING DISGUISE-- BREAKING INTO THE SHOP-- EVERYTHING! H-HOW--??

BRING YOUR NOTEBOOK, LOU! WE'VE GOT A CONFESSION COMING UP!

BUT, ENOUGH OF SUCH SORDID GOINGS-ON! LET US NOW CHANGE OUR SCENE-- IT'S A SHORT TIME LATER-- AS WE VISIT THE *DAILY BUGLE* WITH A PENSIVE PETER PARKER...



IT SHOULDN'T BE HARD TO SELL MY REMAINING PHOTOS OF THE MOLTEN MAN TO JOLLY JONAH NOW!

FUNNY-- I'M SORT OF NERVOUS ABOUT FACING BETTY!!



HELLO, BETTY! IS J. J. IN HIS OFF-- WHA--? YOU'RE NOT BETTY!!

OH, YOU MUST BE PETER PARKER, THE YOUNG PHOTOGRAPHER I HEARD ABOUT!

YES, I GUESS THAT'S RIGHT! BUT--WHERE'S BETTY? IS SHE ON VACATION?



NO! SHE DOESN'T WORK HERE ANY MORE!

BUT SHE LEFT SOMETHING WITH ME! I WAS ASKED TO GIVE IT TO YOU WHEN I SAW YOU....!

WHAT?!! SHE'S GONE??



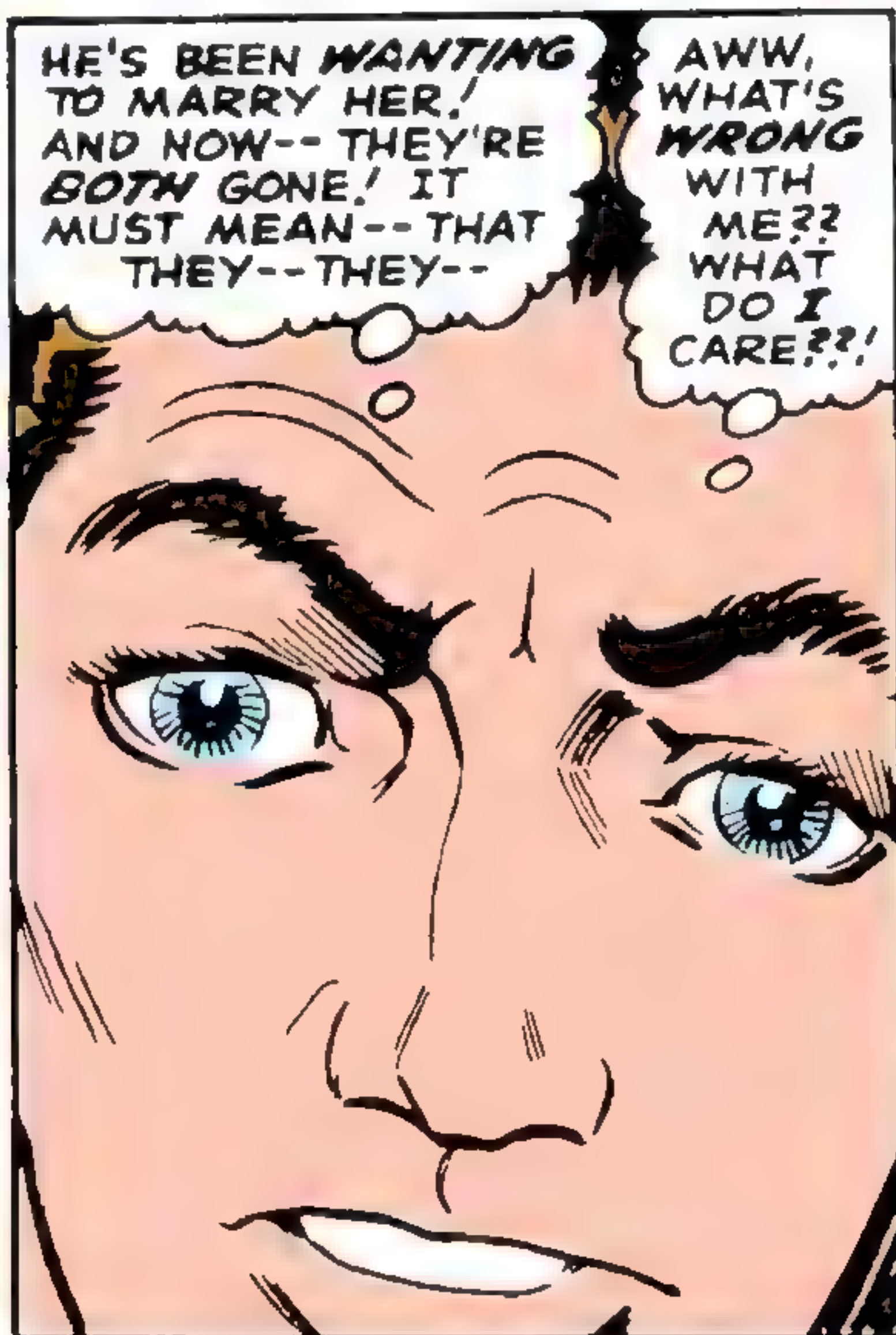
MY PHOTO! IS--IS THIS ALL?

WHY, YES! I'M AFRAID SO--!



WHAT ABOUT NED LEEDS? DID HE LEAVE-- TOO?

I BELIEVE HE DID GO TO THE WEST COAST! ACTUALLY, I'M STILL NEW HERE--I'M NOT SURE OF EVERYBODY'S WHEREABOUTS!



HE'S BEEN WANTING TO MARRY HER! AND NOW-- THEY'RE BOTH GONE! IT MUST MEAN-- THAT THEY-- THEY--

AWW, WHAT'S WRONG WITH ME?? WHAT DO I CARE??!



HERE! I BROUGHT THESE PHOTOS FOR JAMESON! HE CAN HAVE THEM!

BUT, WHAT ABOUT YOUR CHECK?

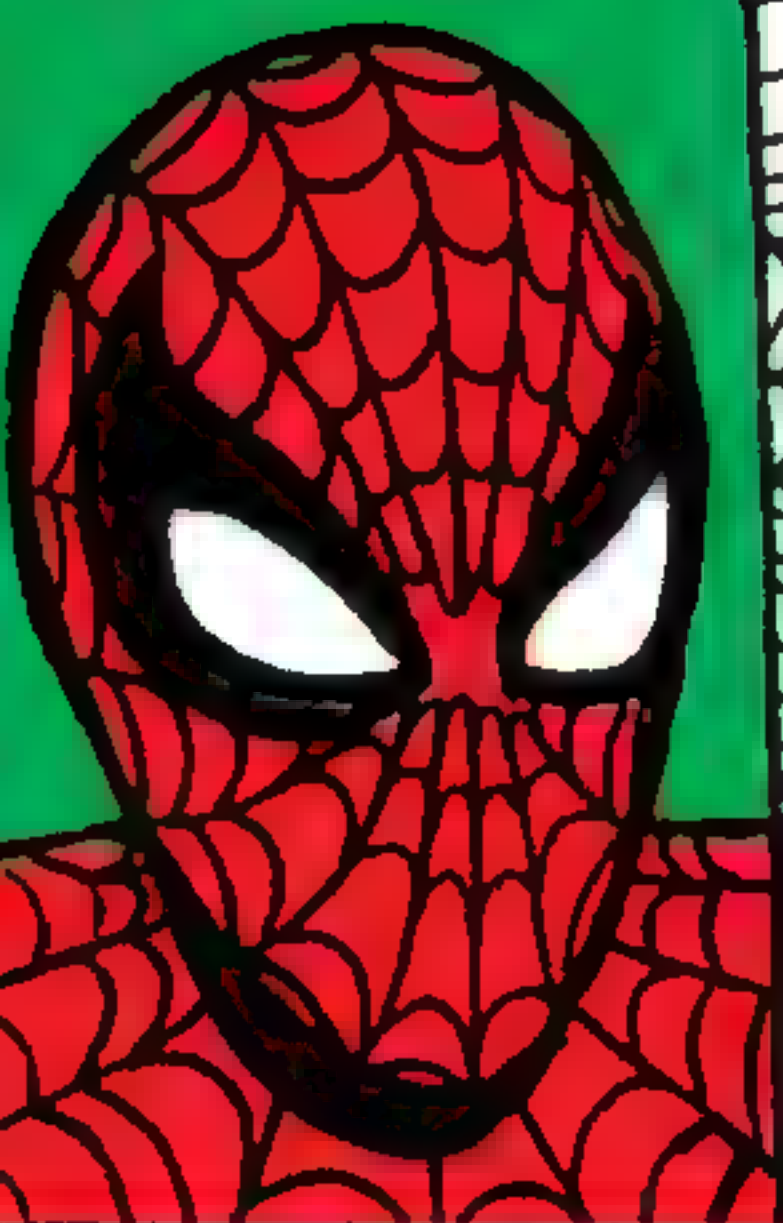
HE KNOWS MY ADDRESS--LET HIM MAIL IT!



NEXT ISH...

...A SWINGIN'
SUPER-VILLAIN,
SO DIFFERENT,
SO NEW, WE
CAN'T EVEN
TELL YOU HIS
NAME YET!

LET'S MEET HIM TOGETHER
IN *SPIDER-MAN* #36!
'NUFF SAID!



MARVEL
COMICS
GROUP

IND.

the **AMAZING** **SPIDER-MAN**

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COMICS
CODE
AUTHORITY

12¢

36
MAY

SPIDEY AS YOU LIKE HIM!
IN COLLEGE! IN TROUBLE!
IN ACTION! ACTION! ACTION!

"WHEN FALLS THE METEOR!"

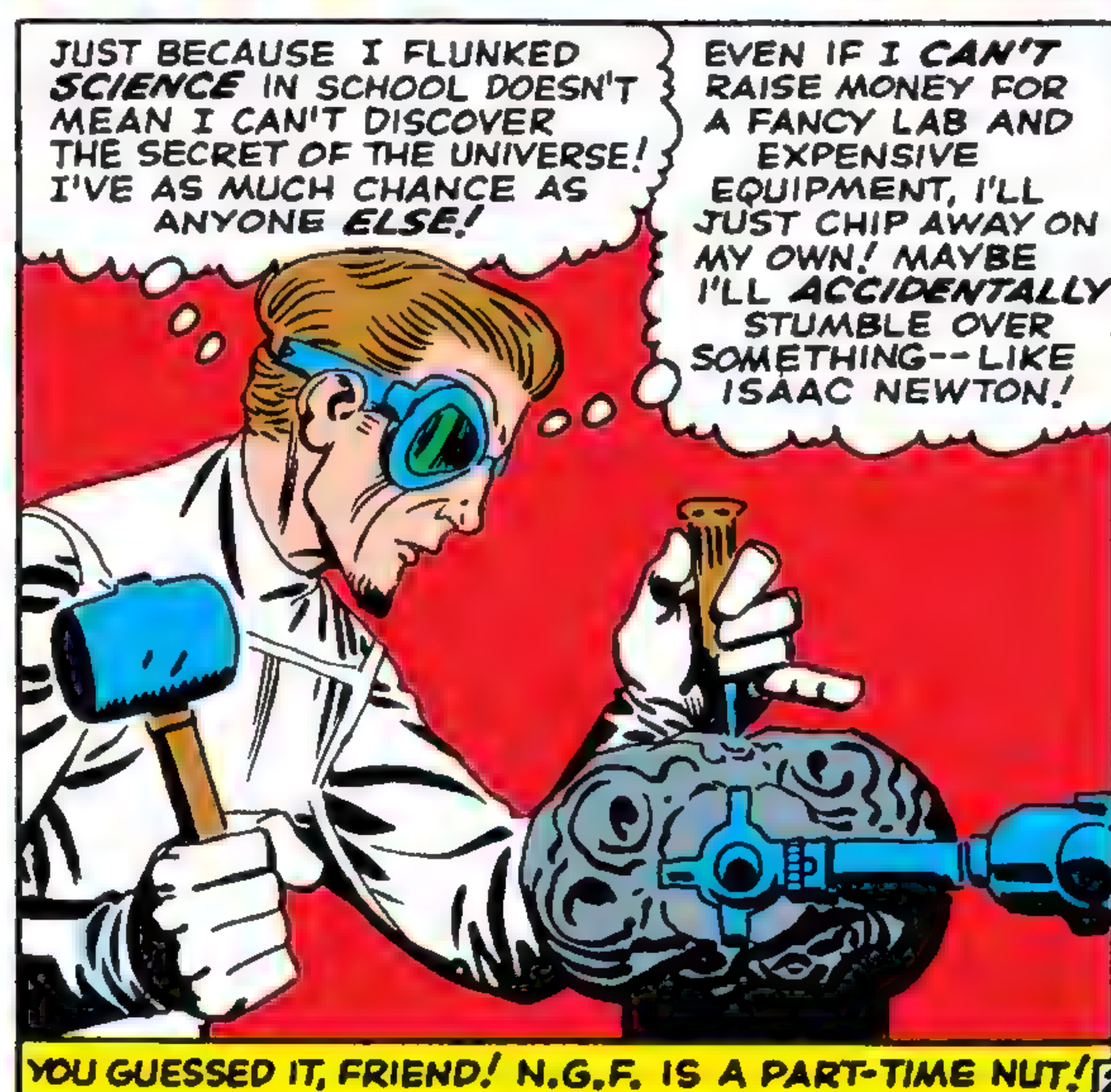
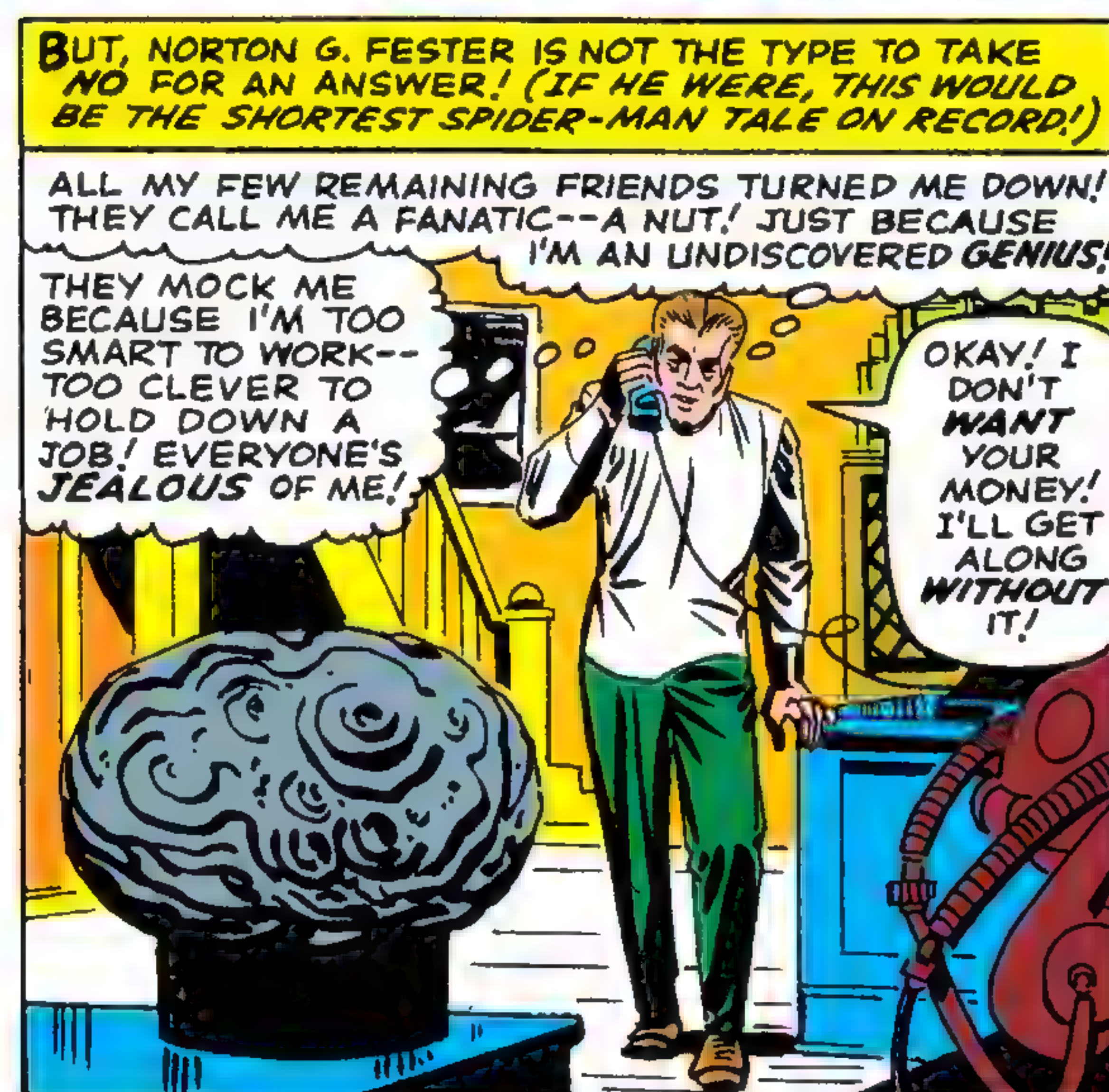
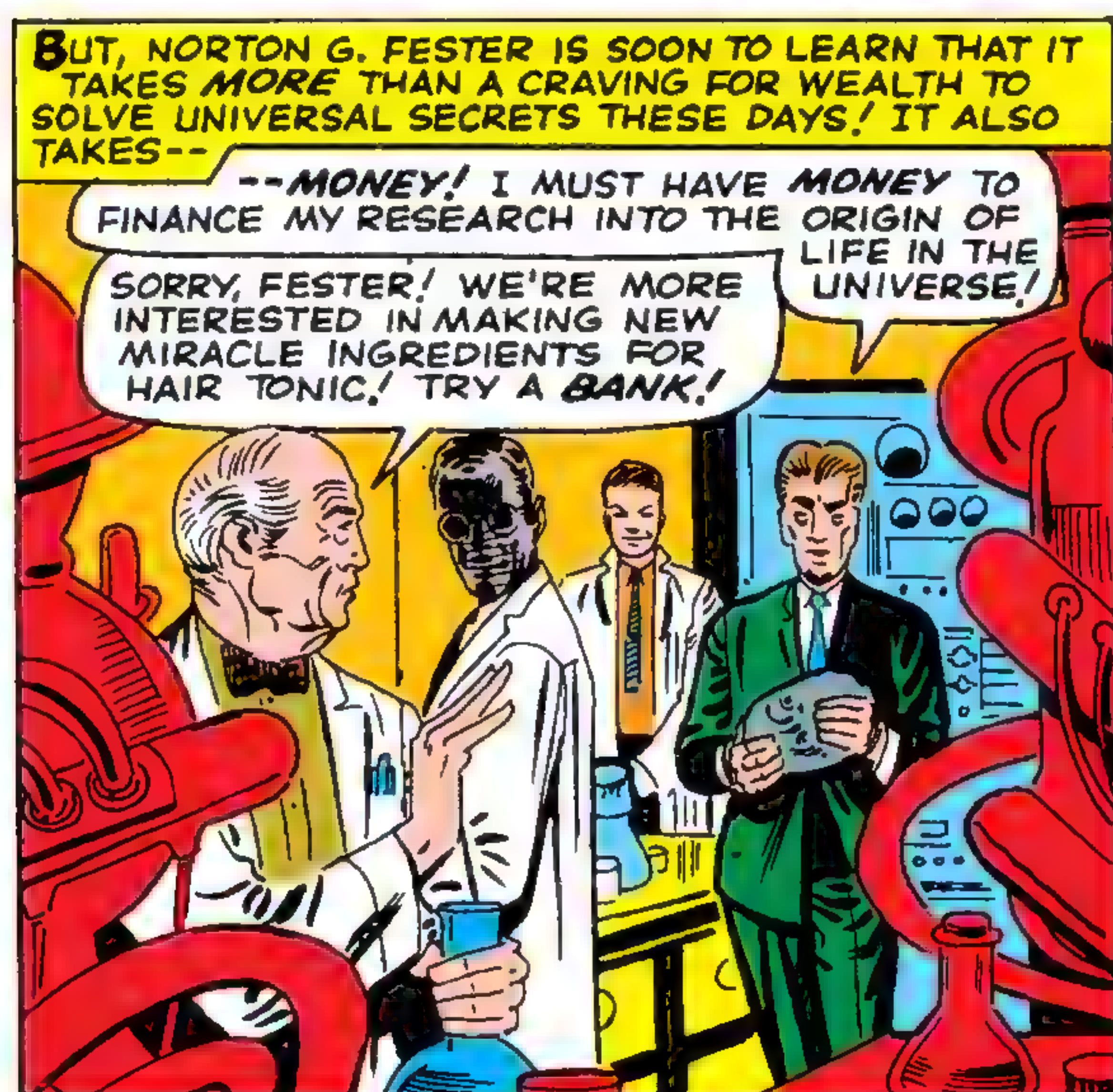
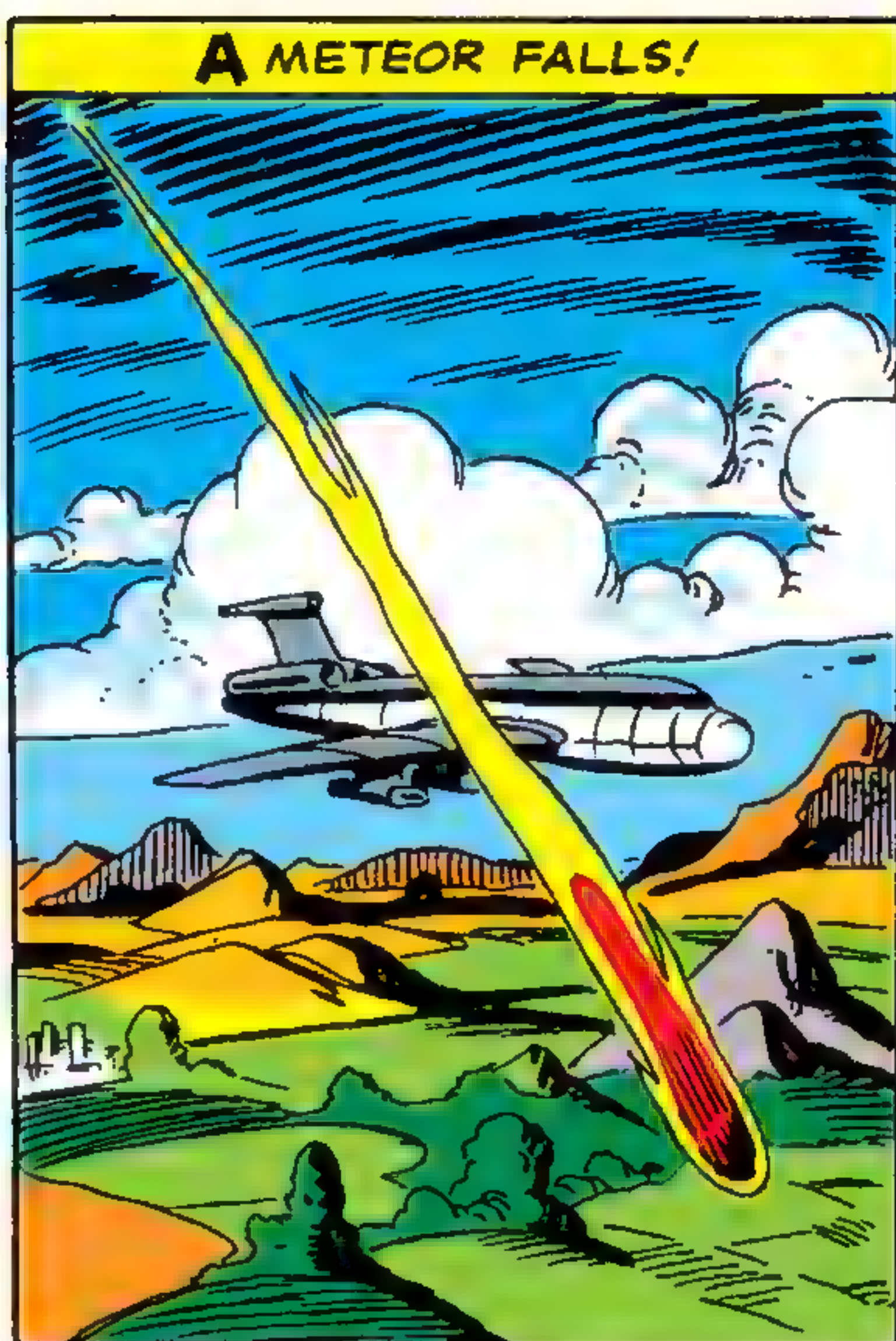
THE AMAZING SPIDER-MAN!

"WHEN FALLS THE METEOR!"

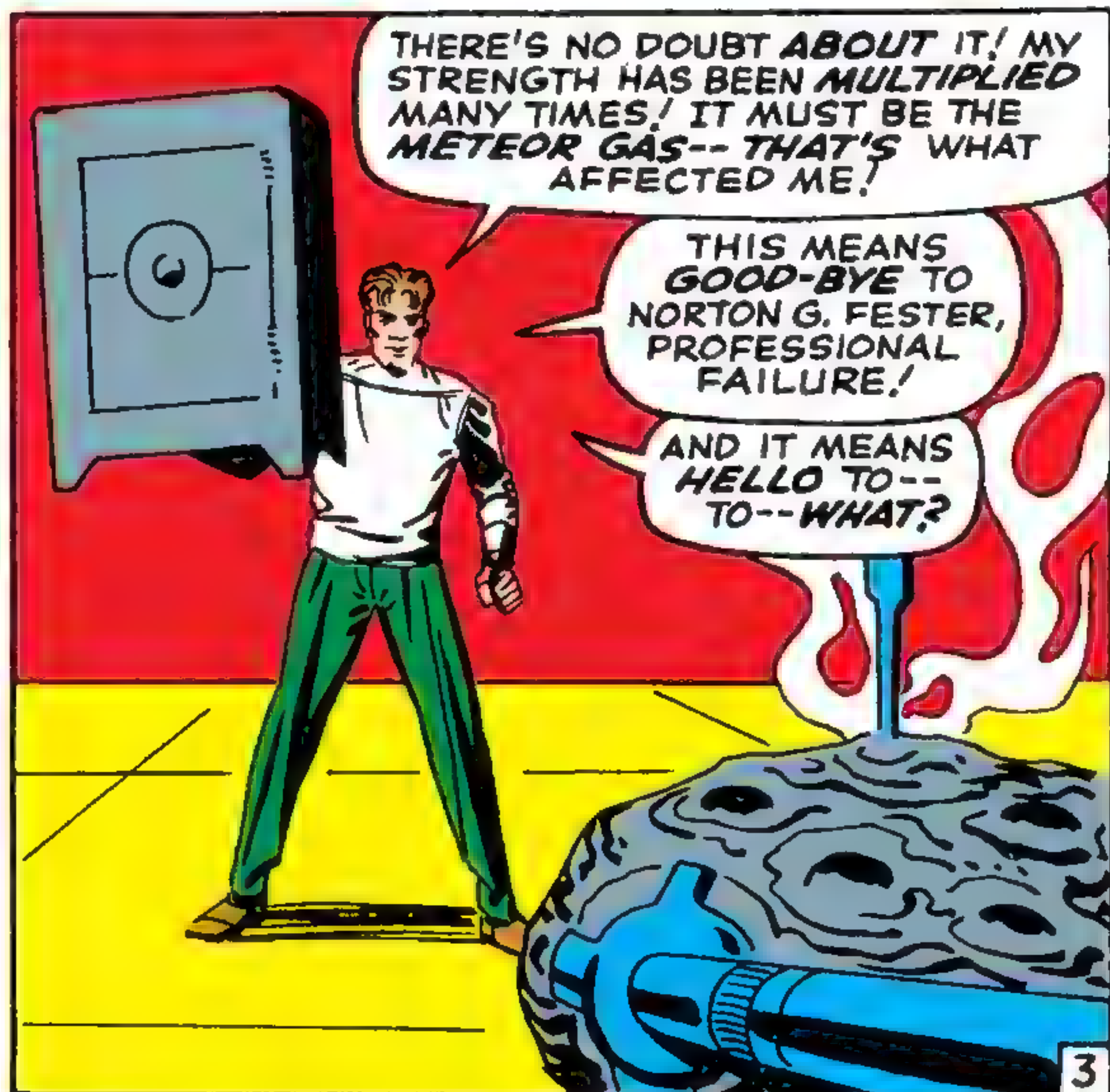
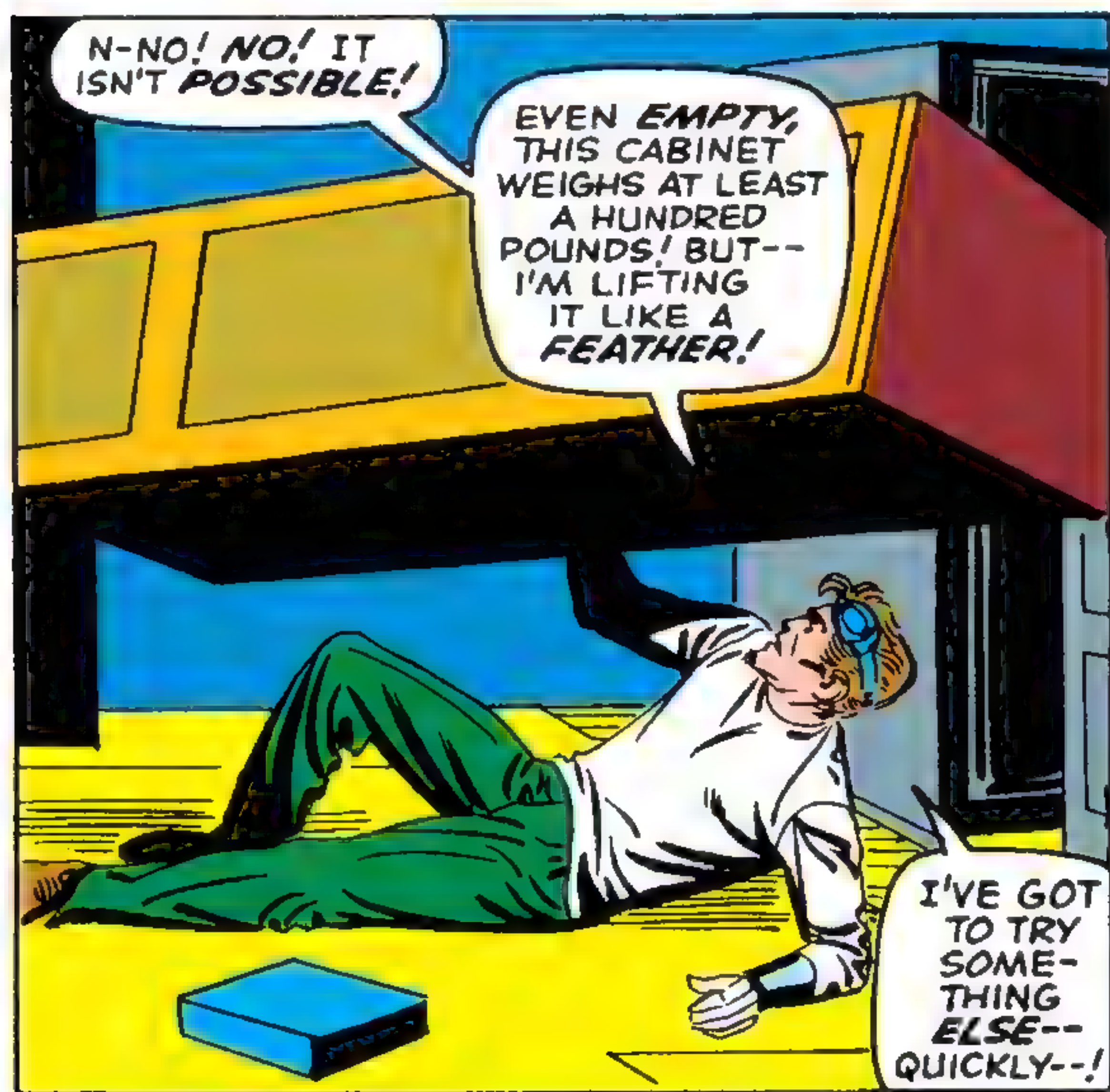
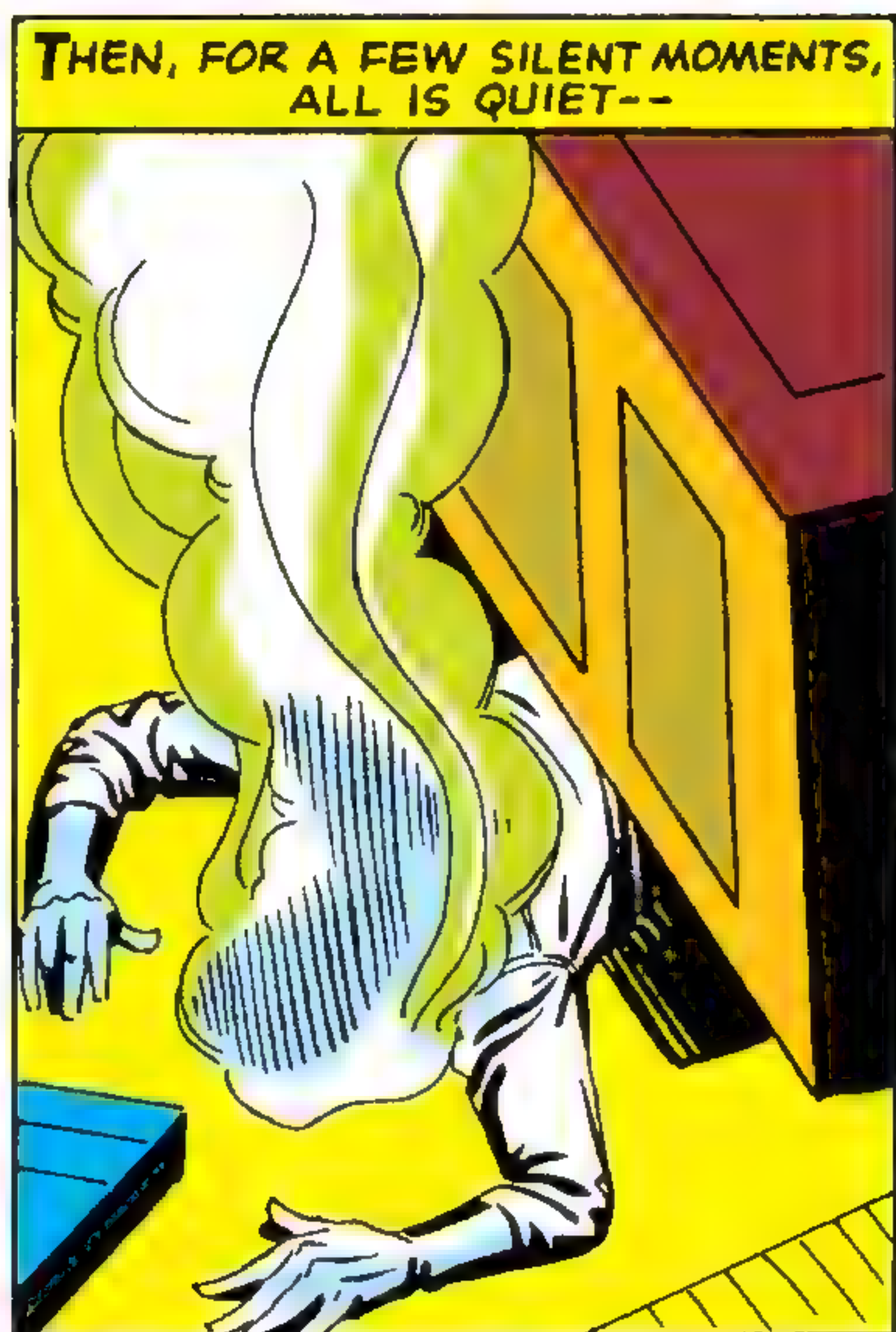
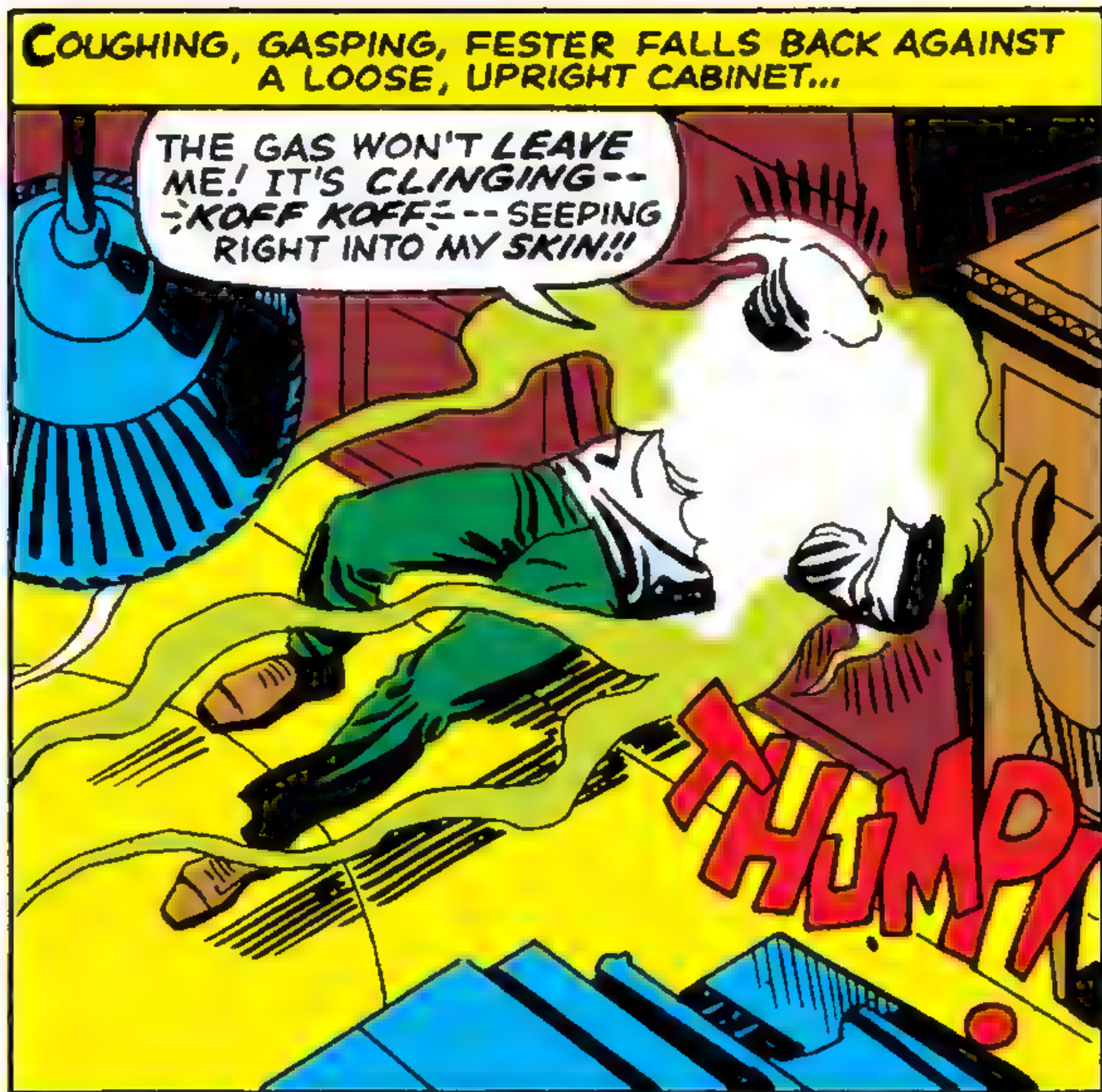


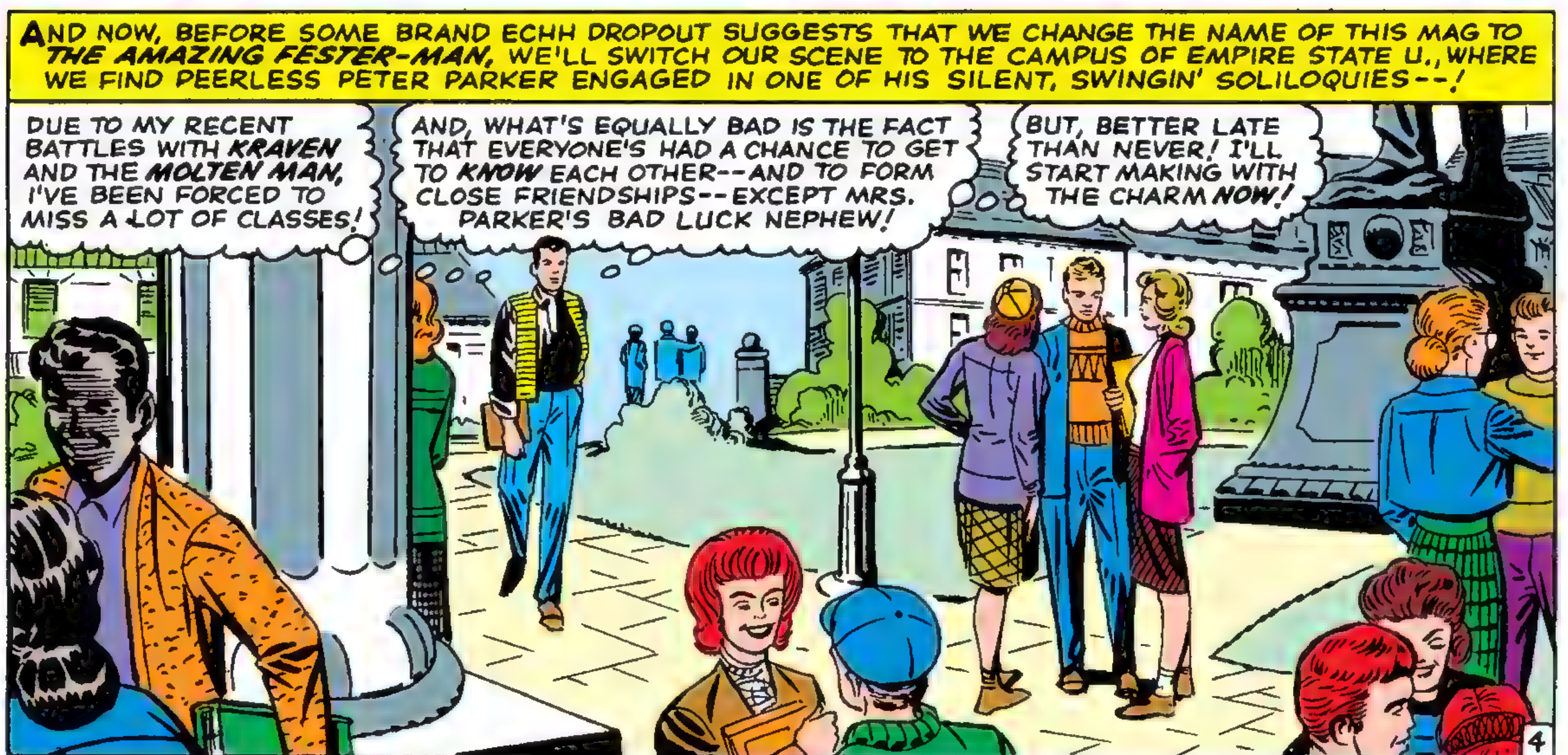
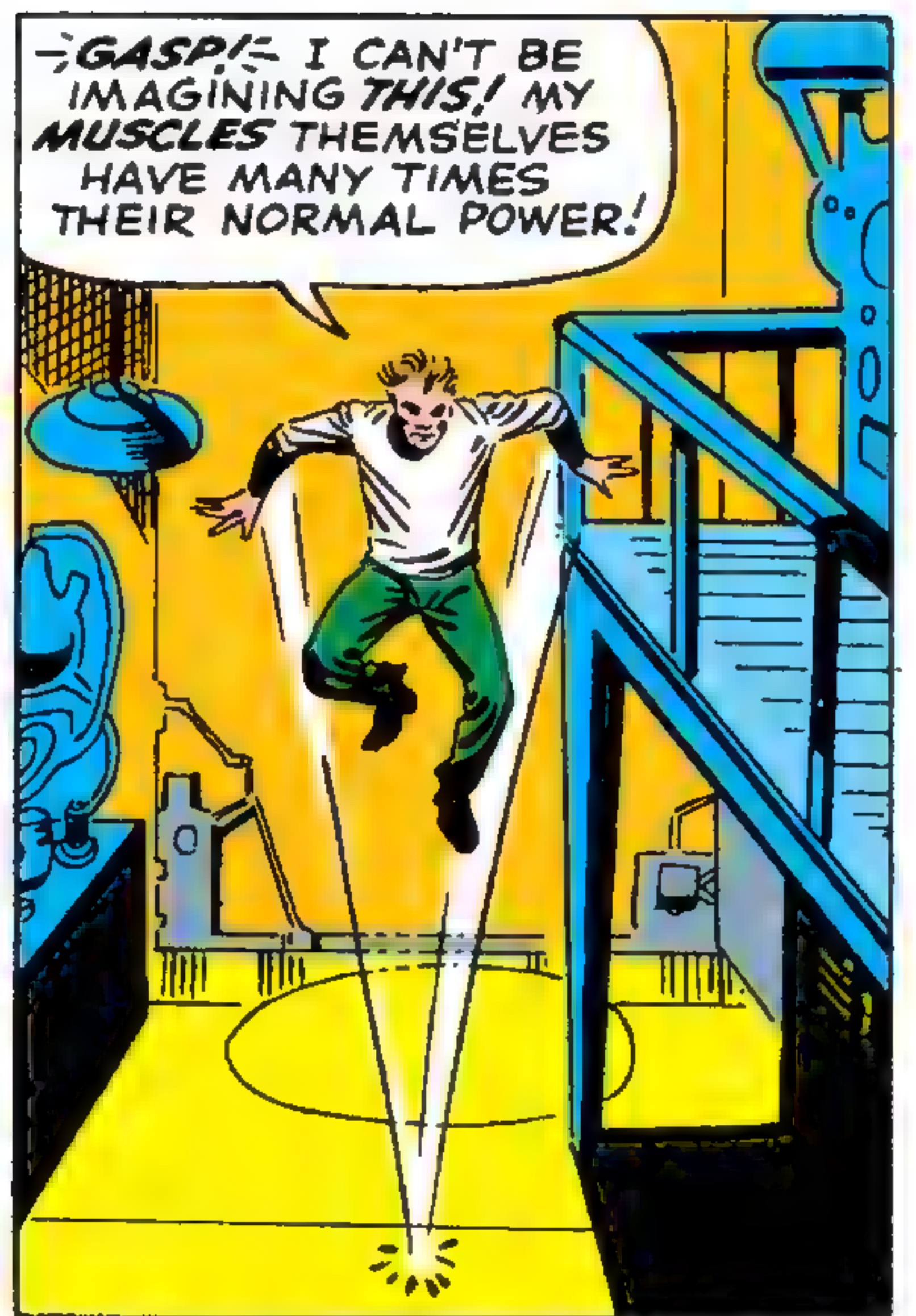
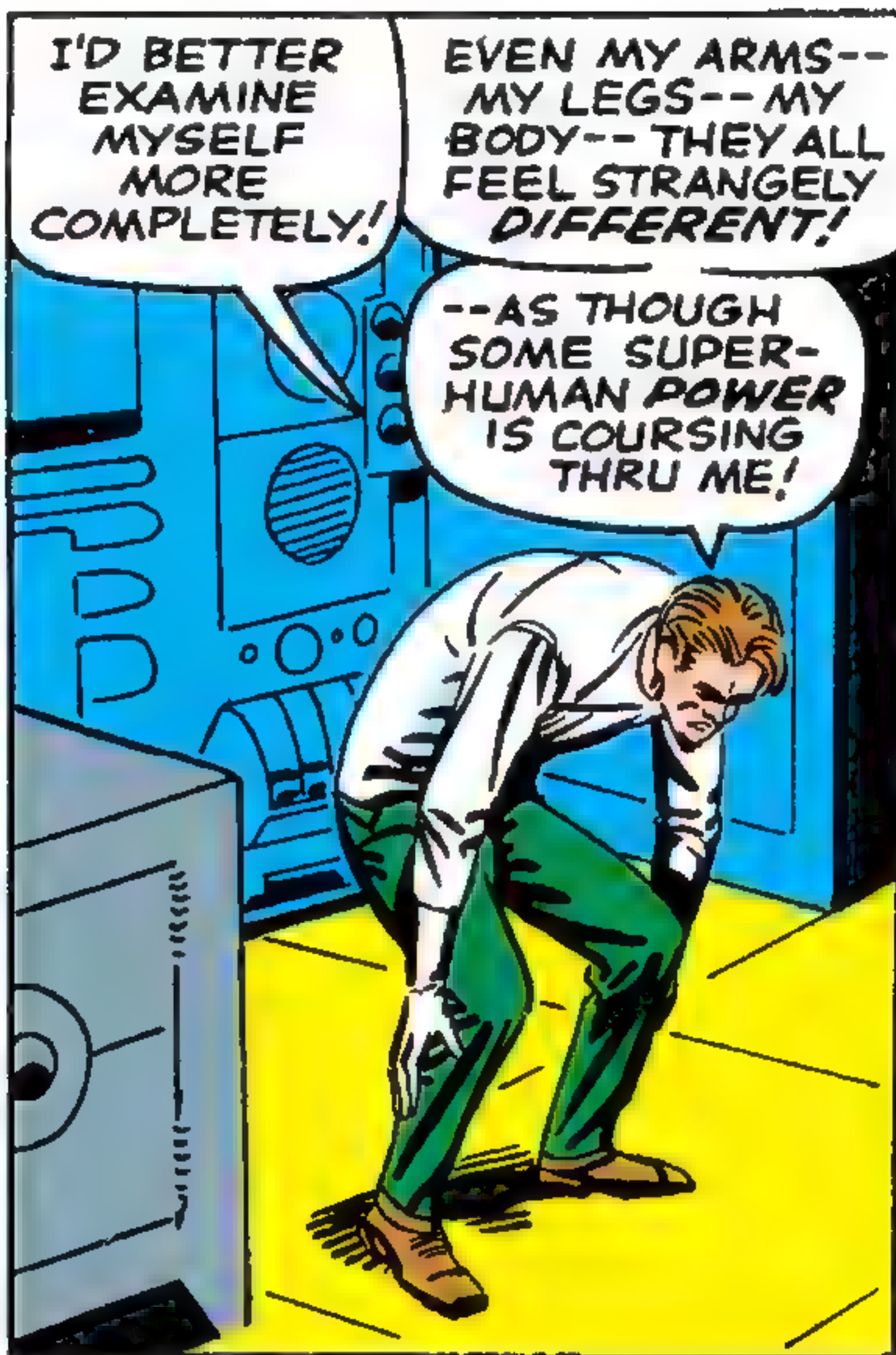
IN WHICH SPIDEY MUST FACE
THE MORTAL MENACE OF
**THE UNCANNY
LOOTER!**

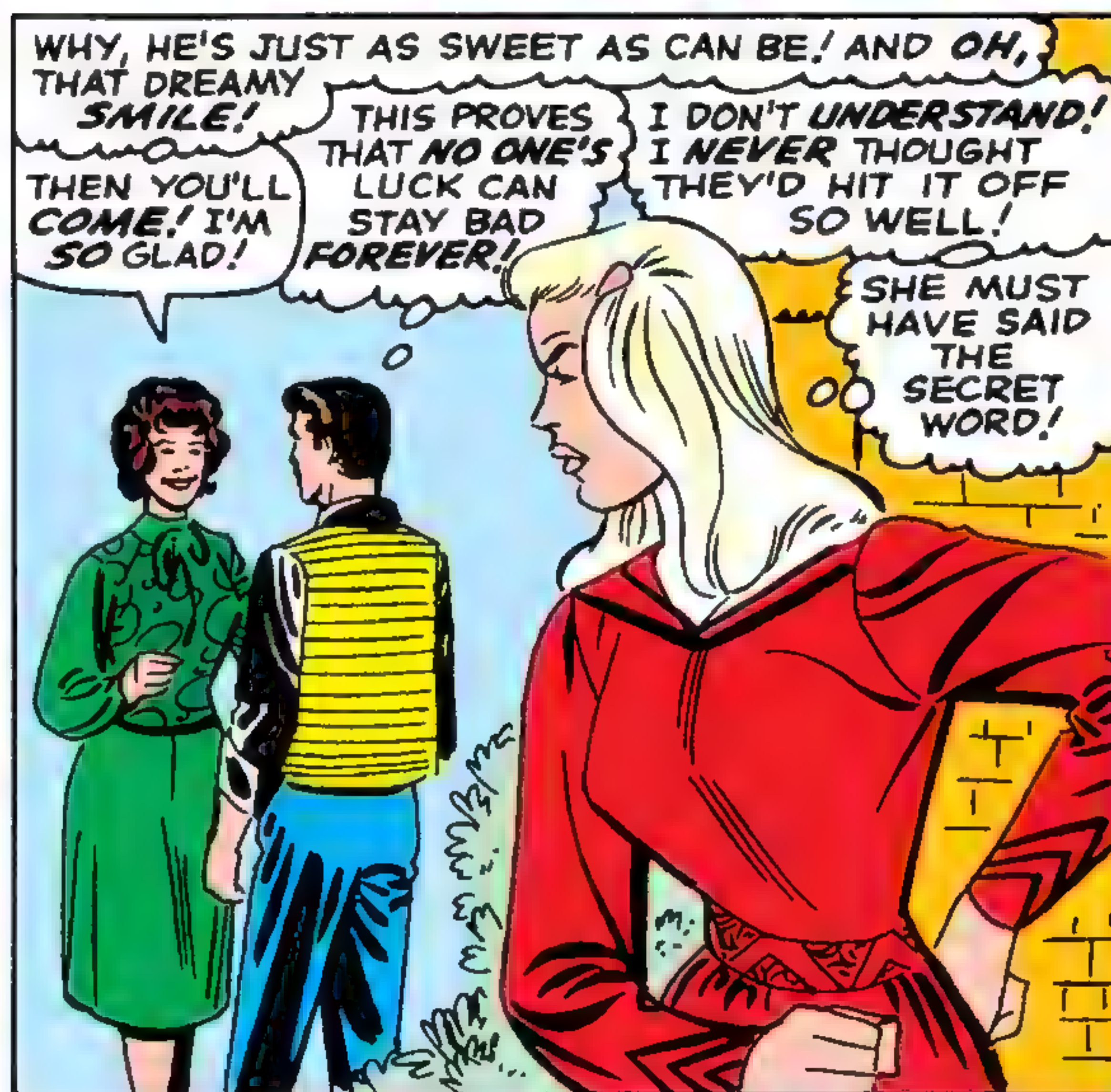
SCRIPT & EDITING: **STAN LEE** PLOT AND ARTWORK: **STEVE DITKO** LETTERING 'N STUFF: **ART SIMEK**

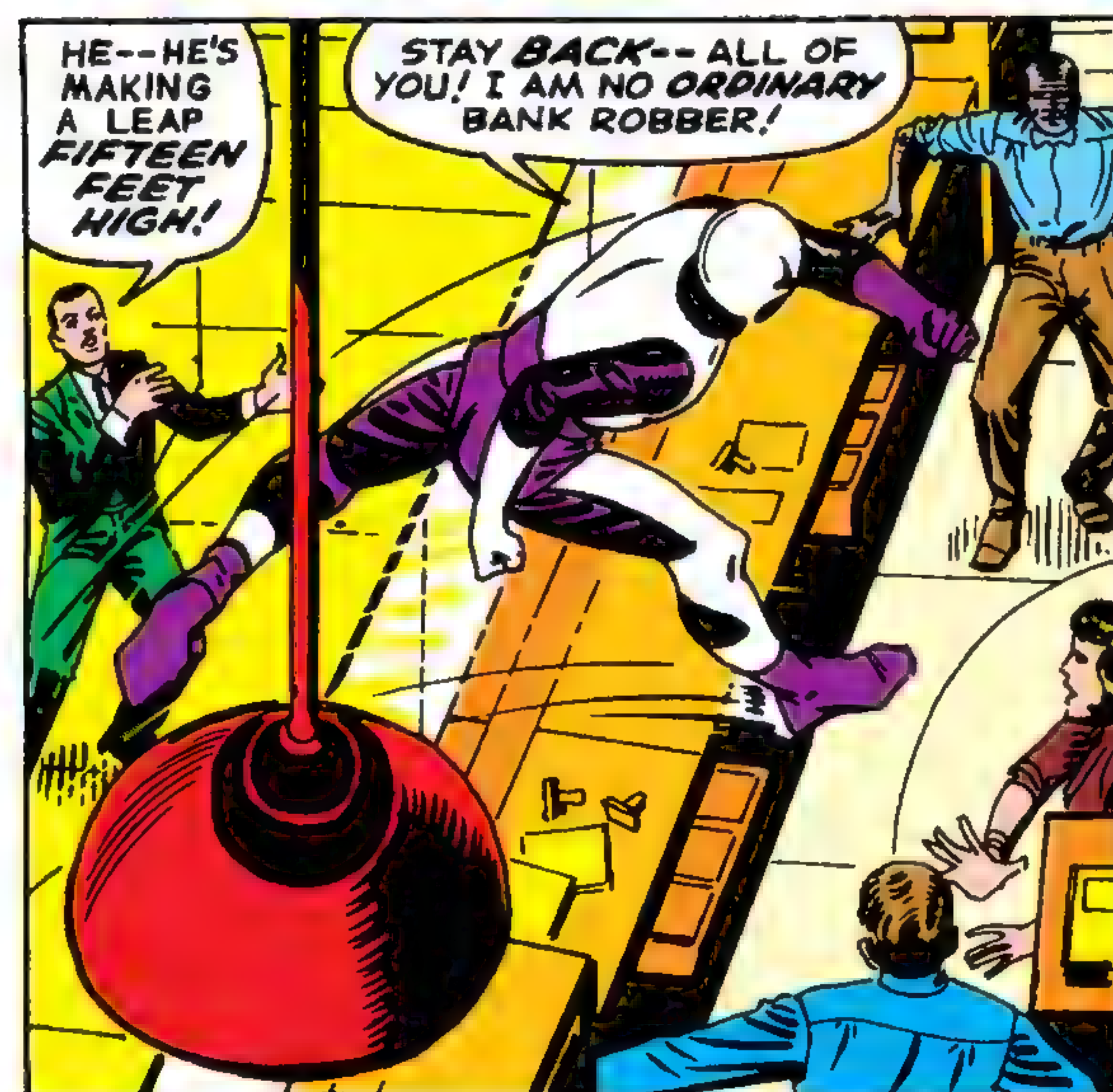
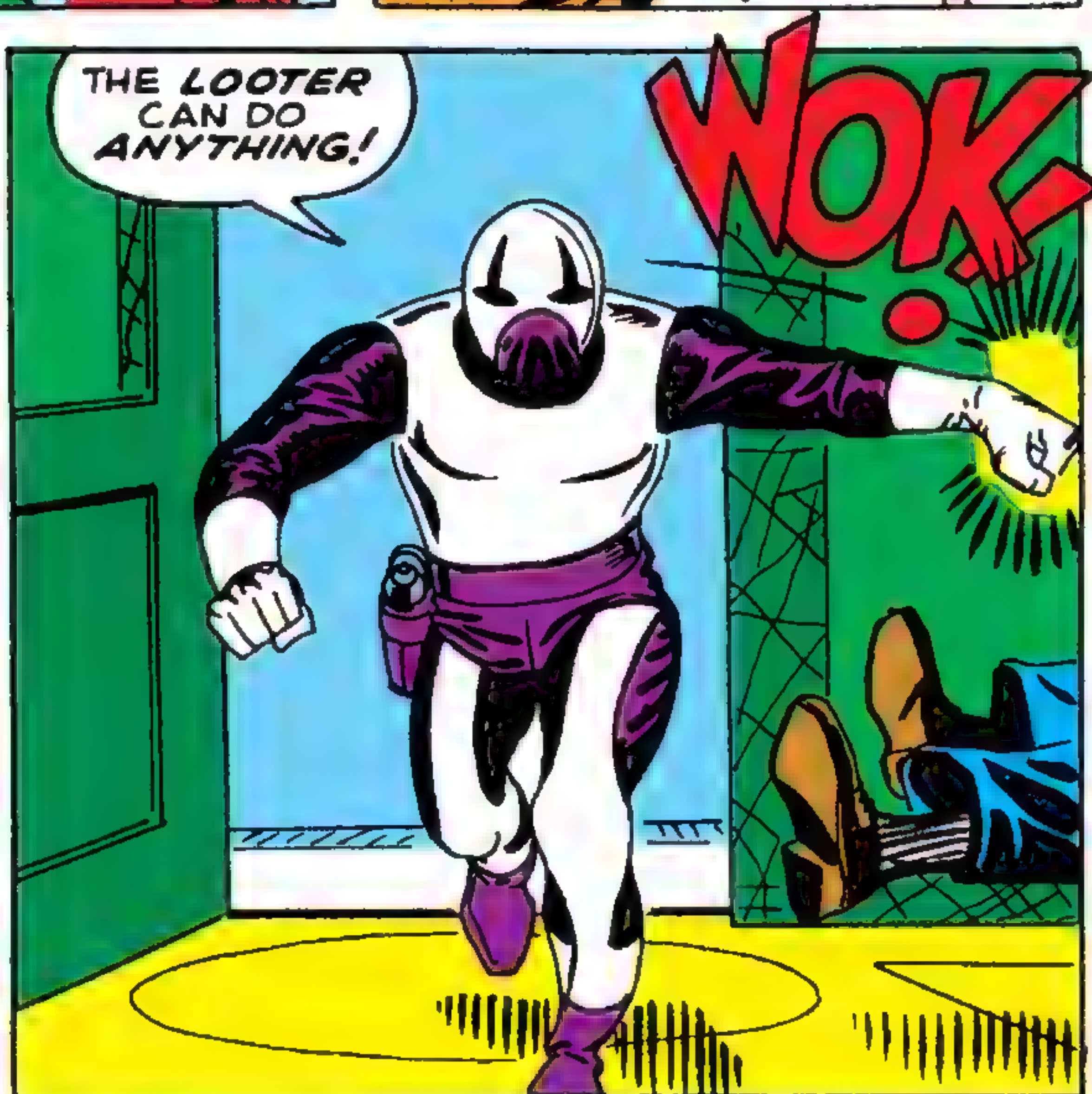
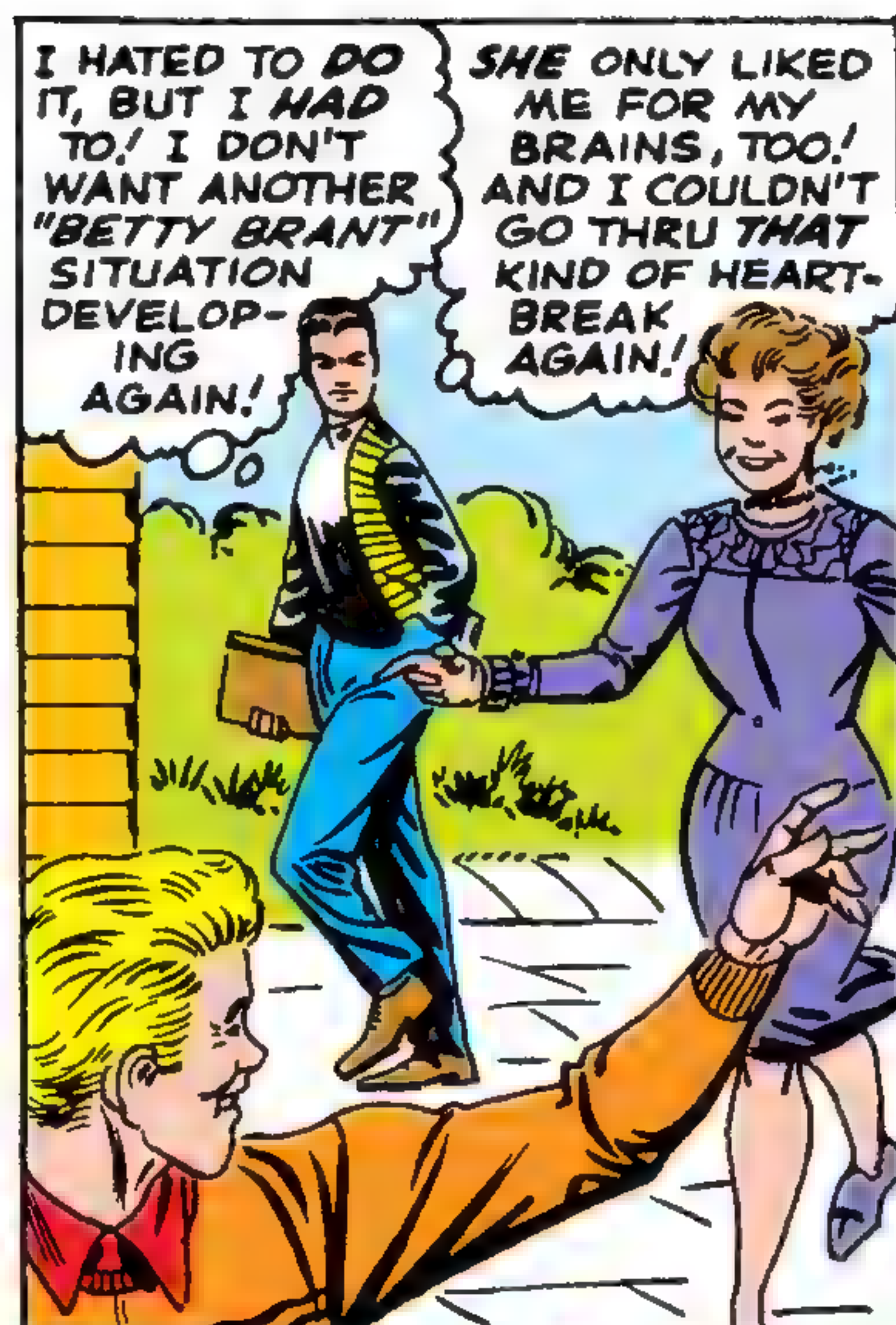


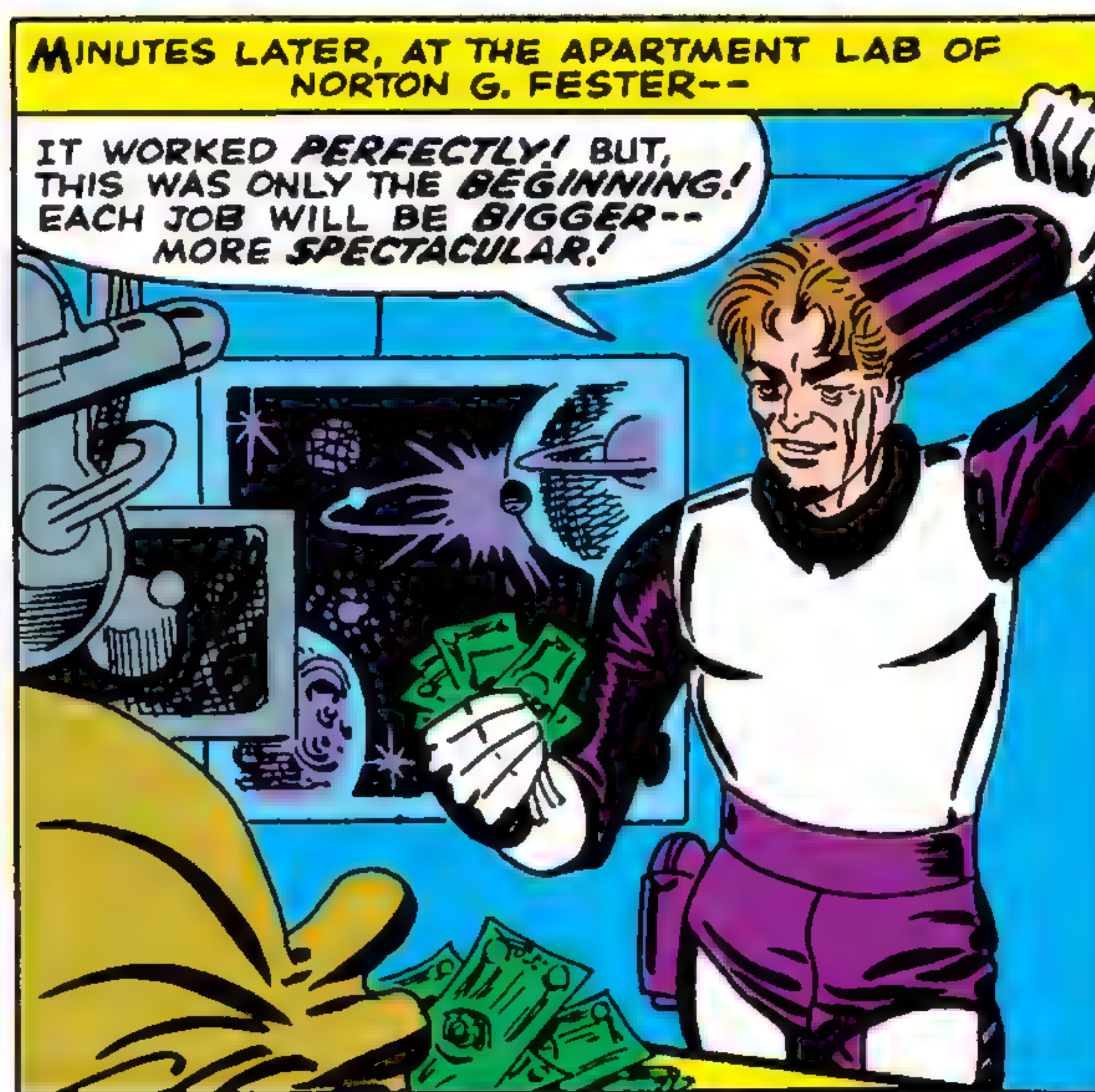
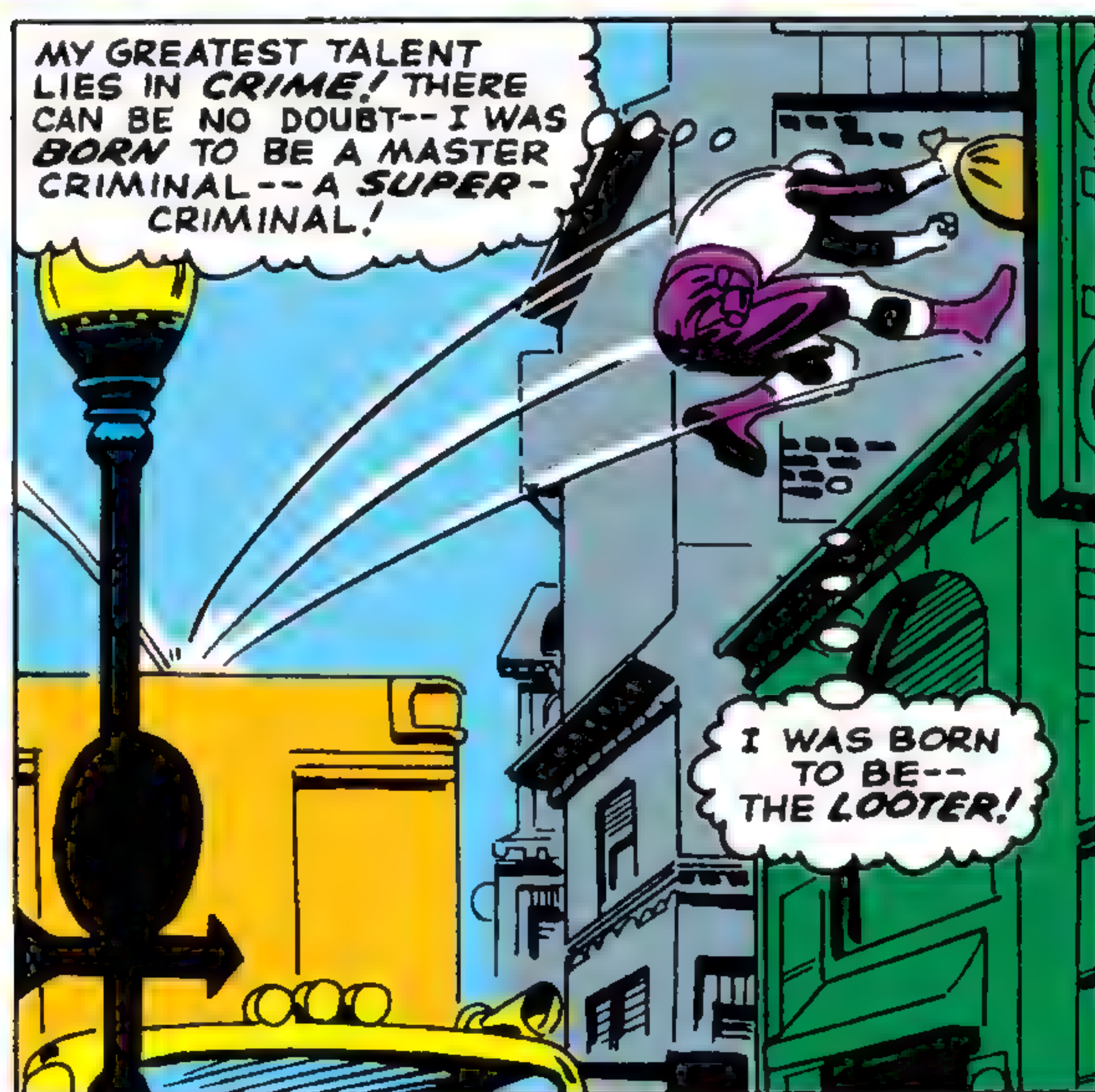
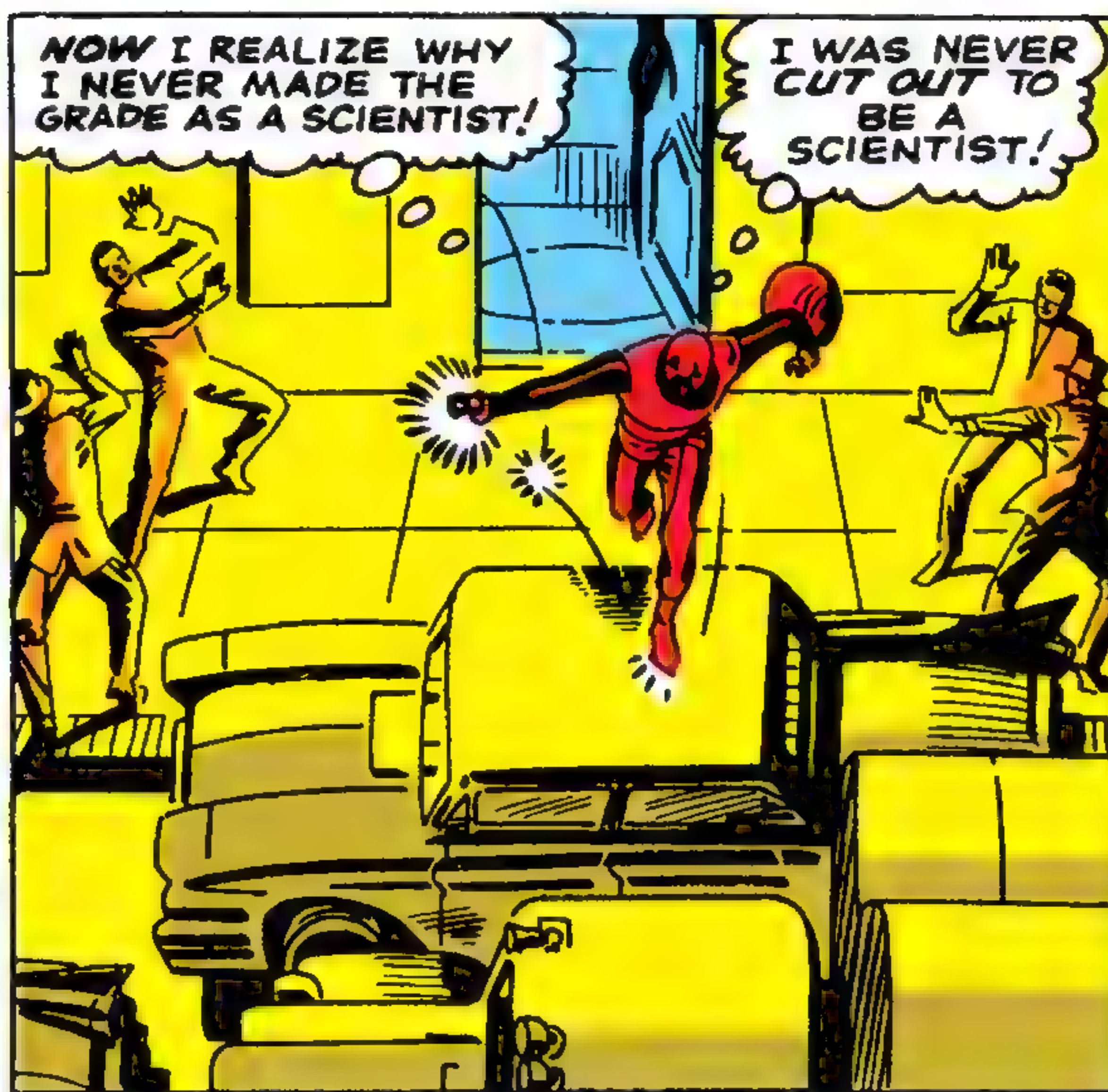
YOU GUESSED IT, FRIEND! N.G.F. IS A PART-TIME NUT! 2



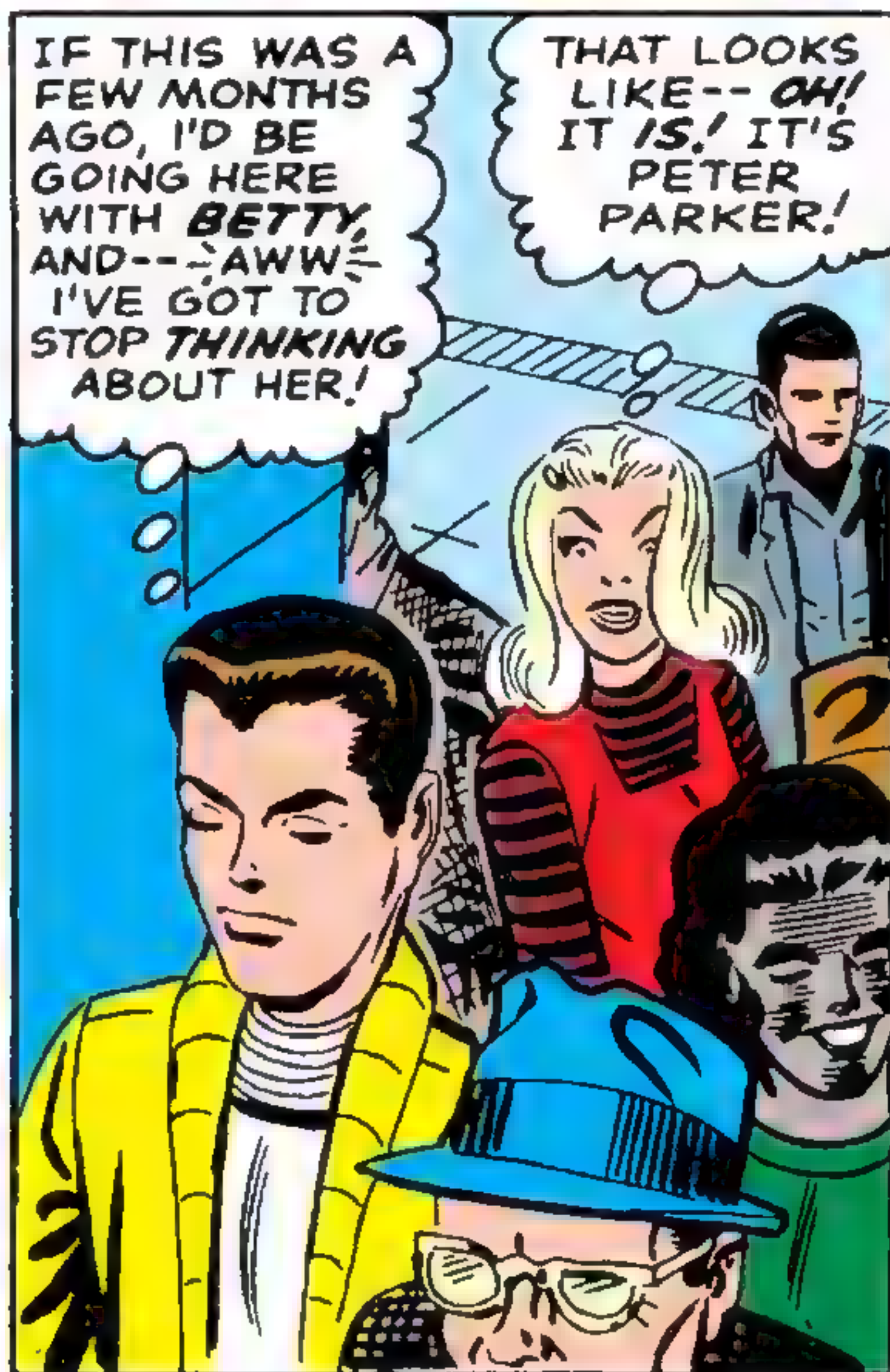
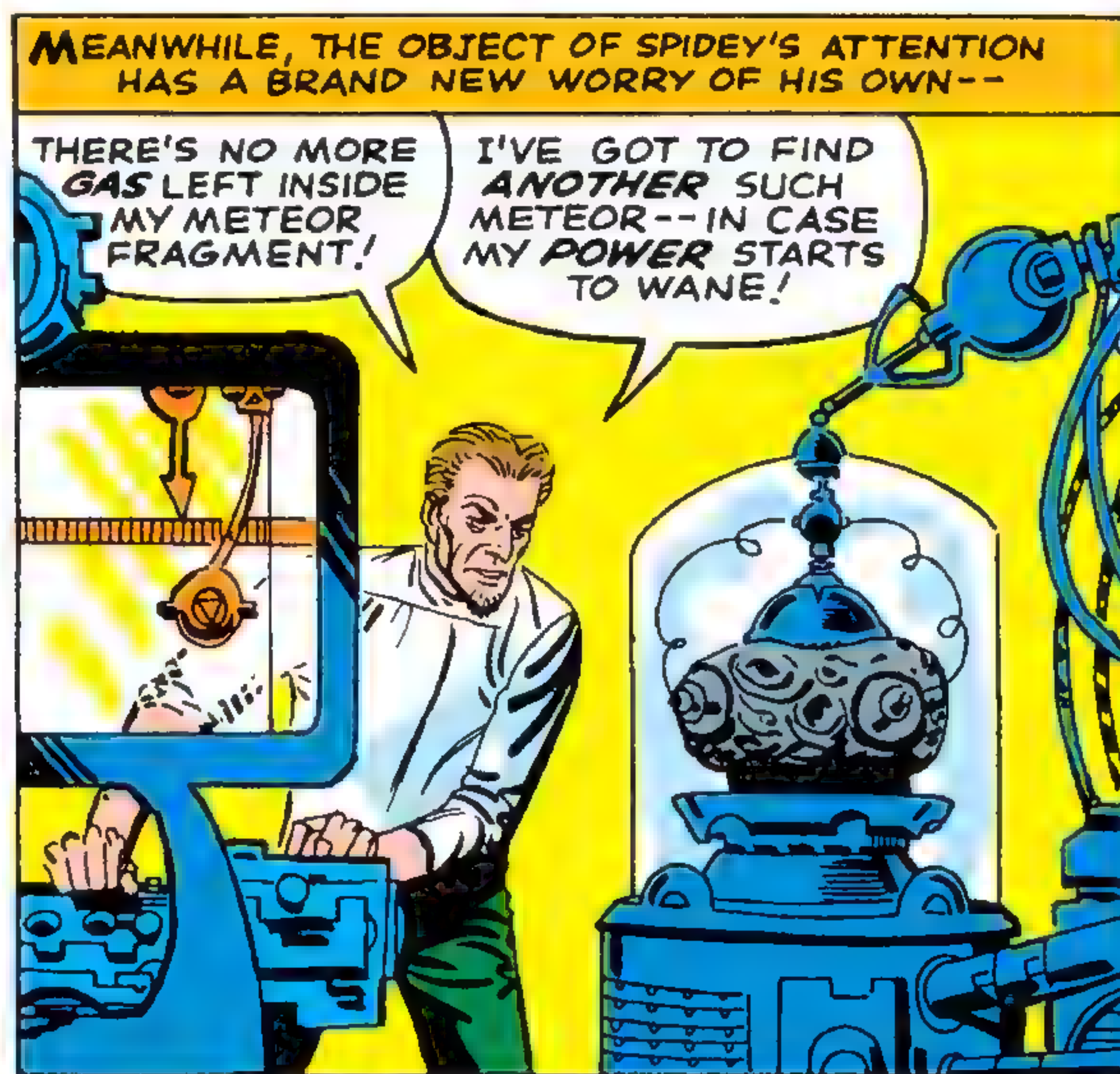


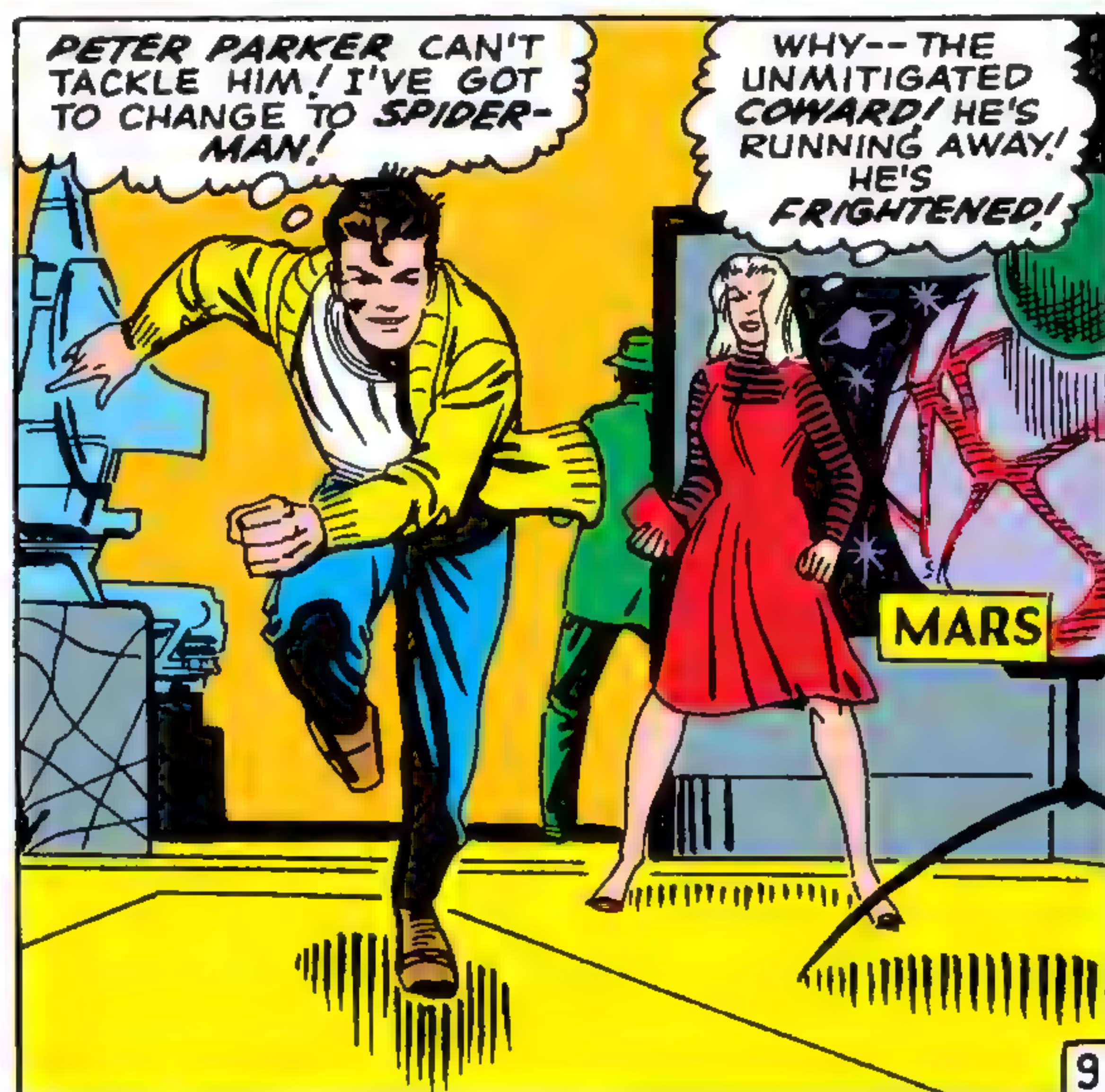
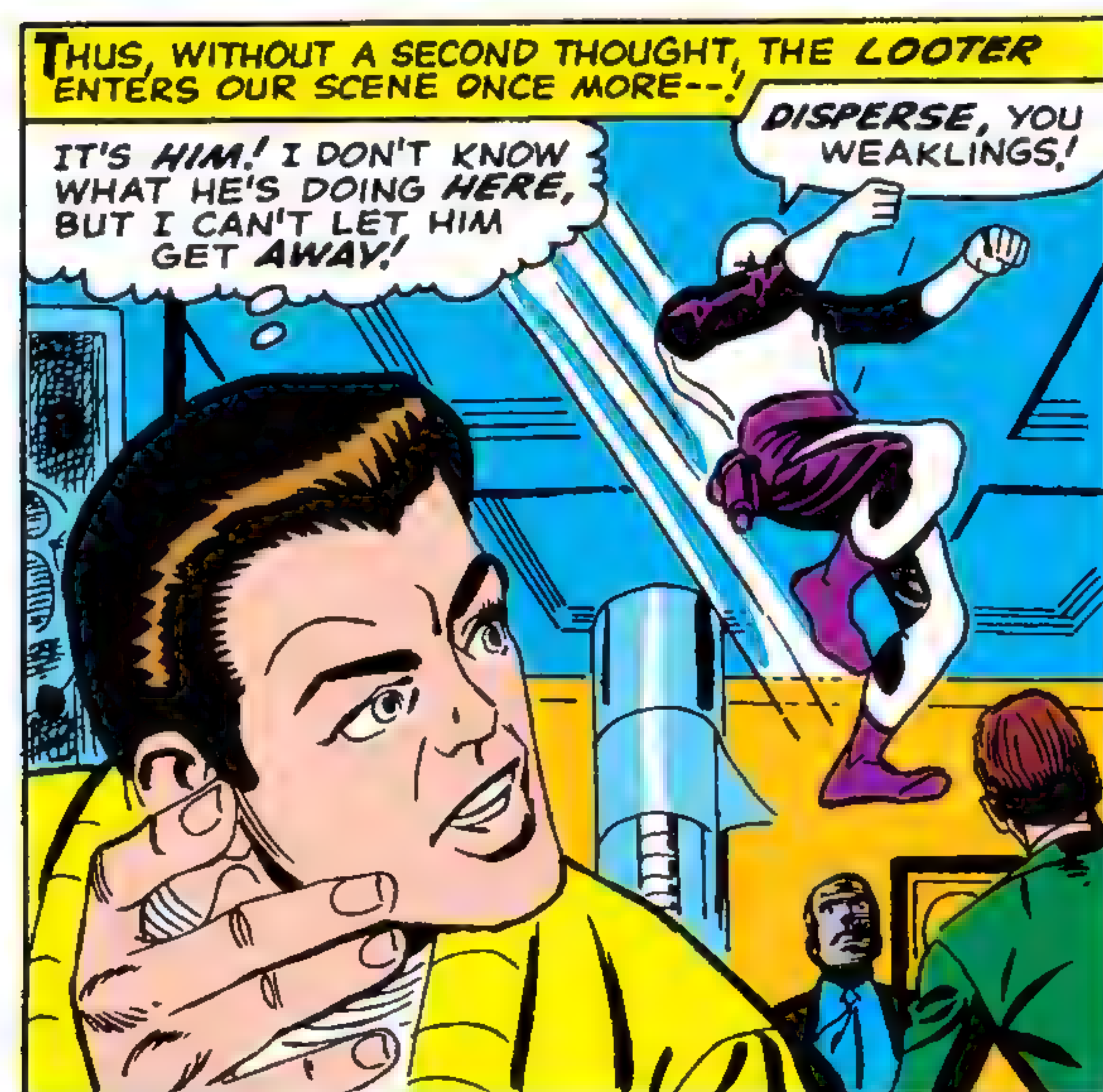
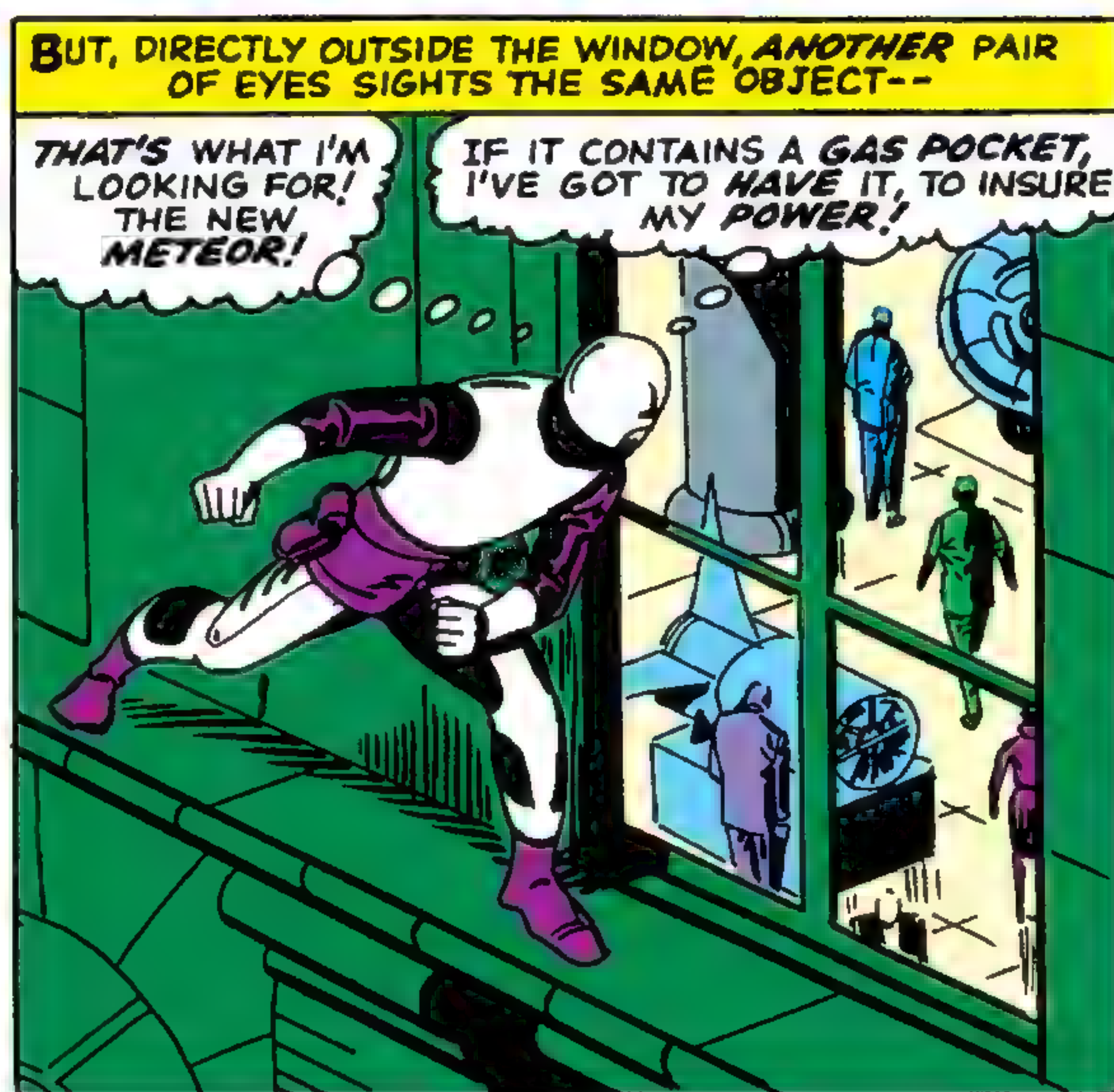
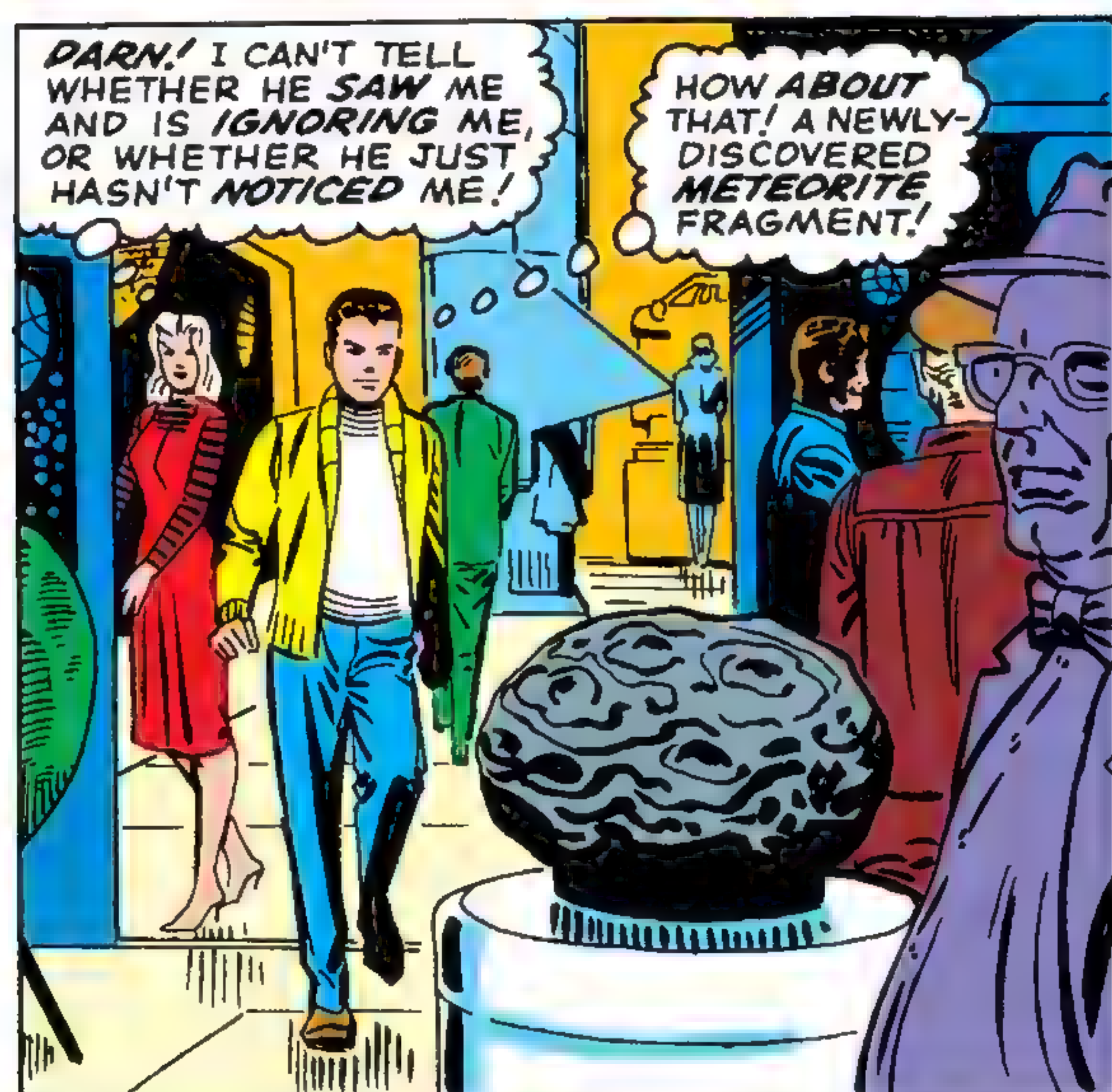
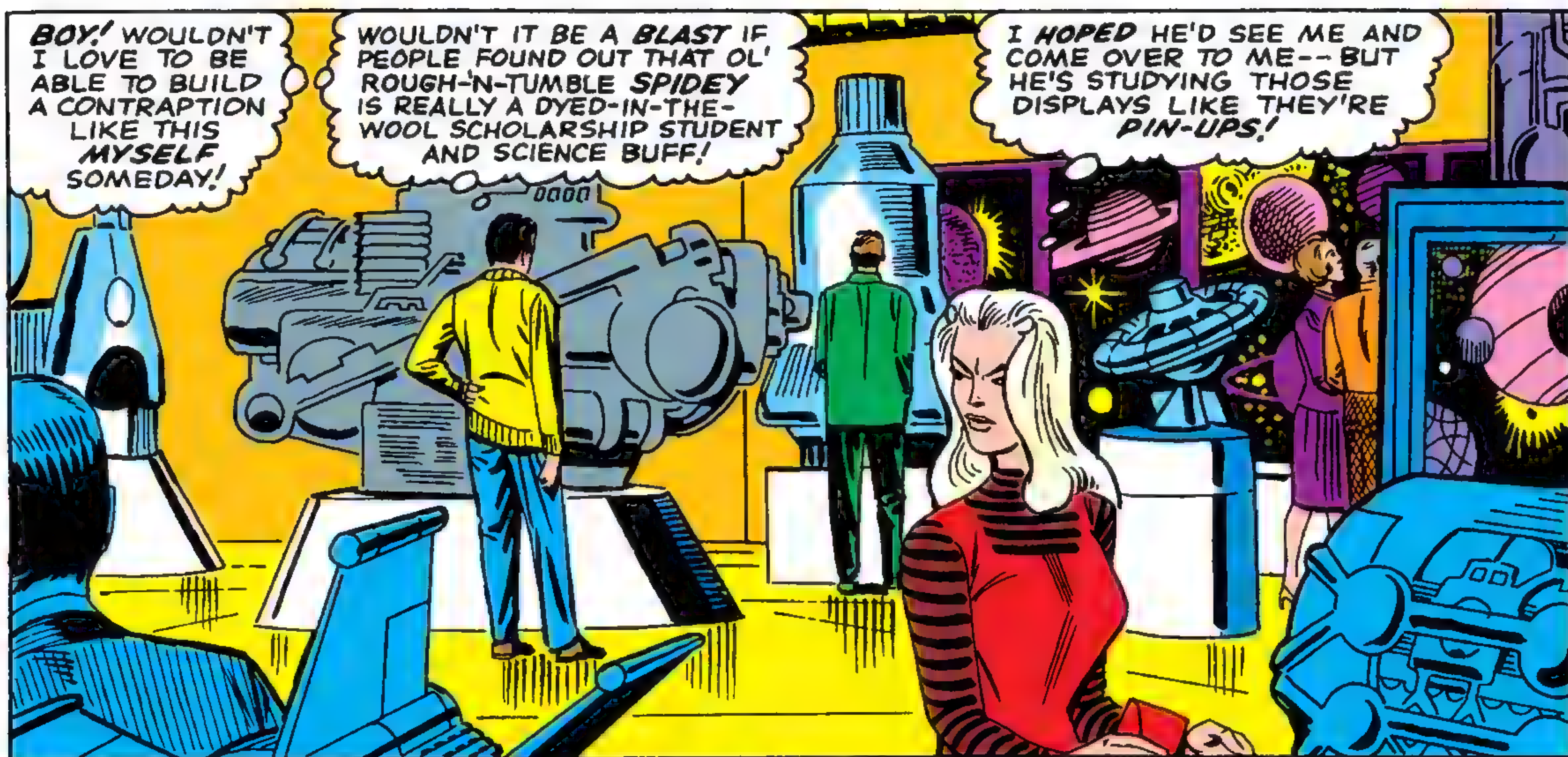


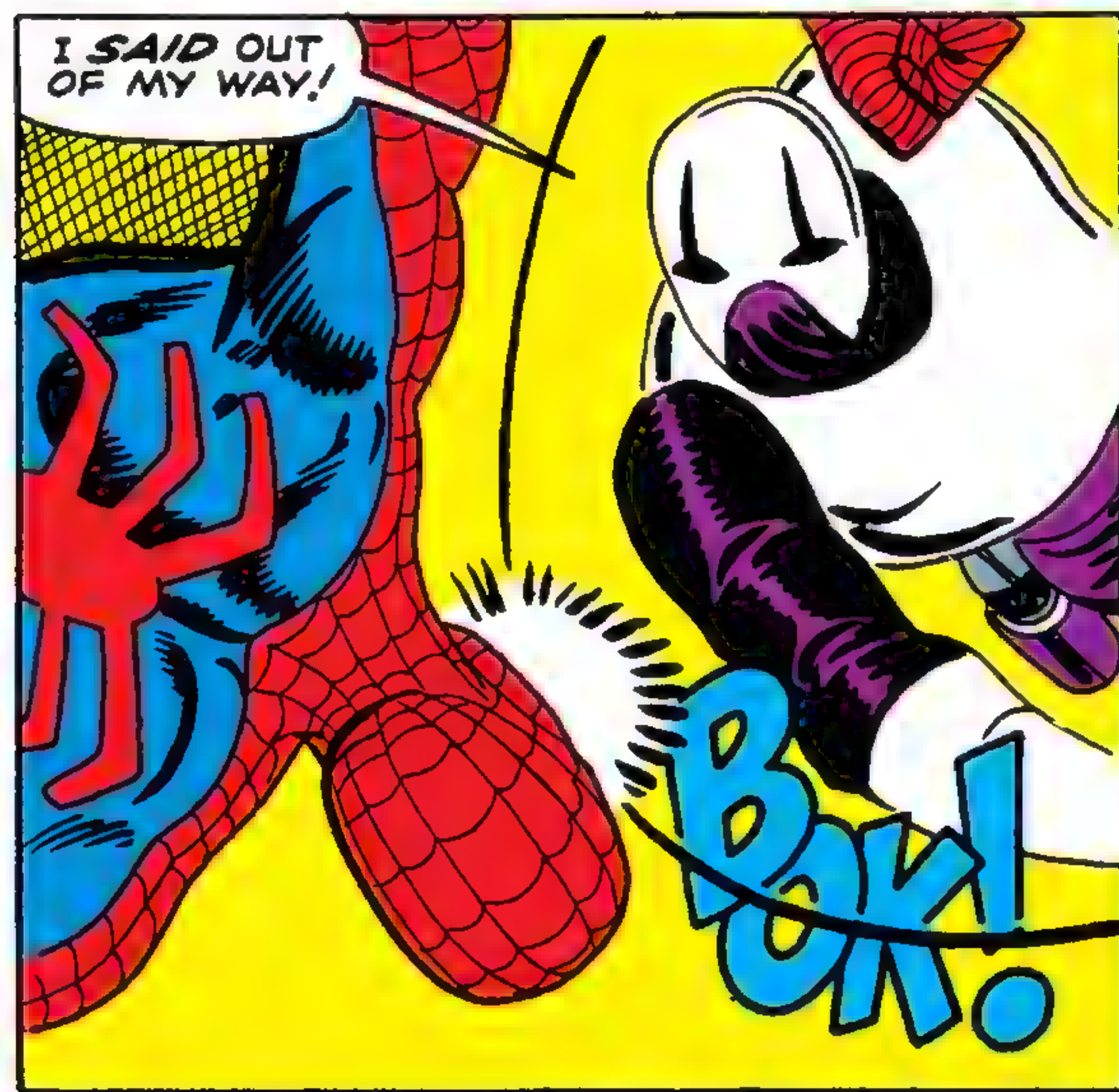
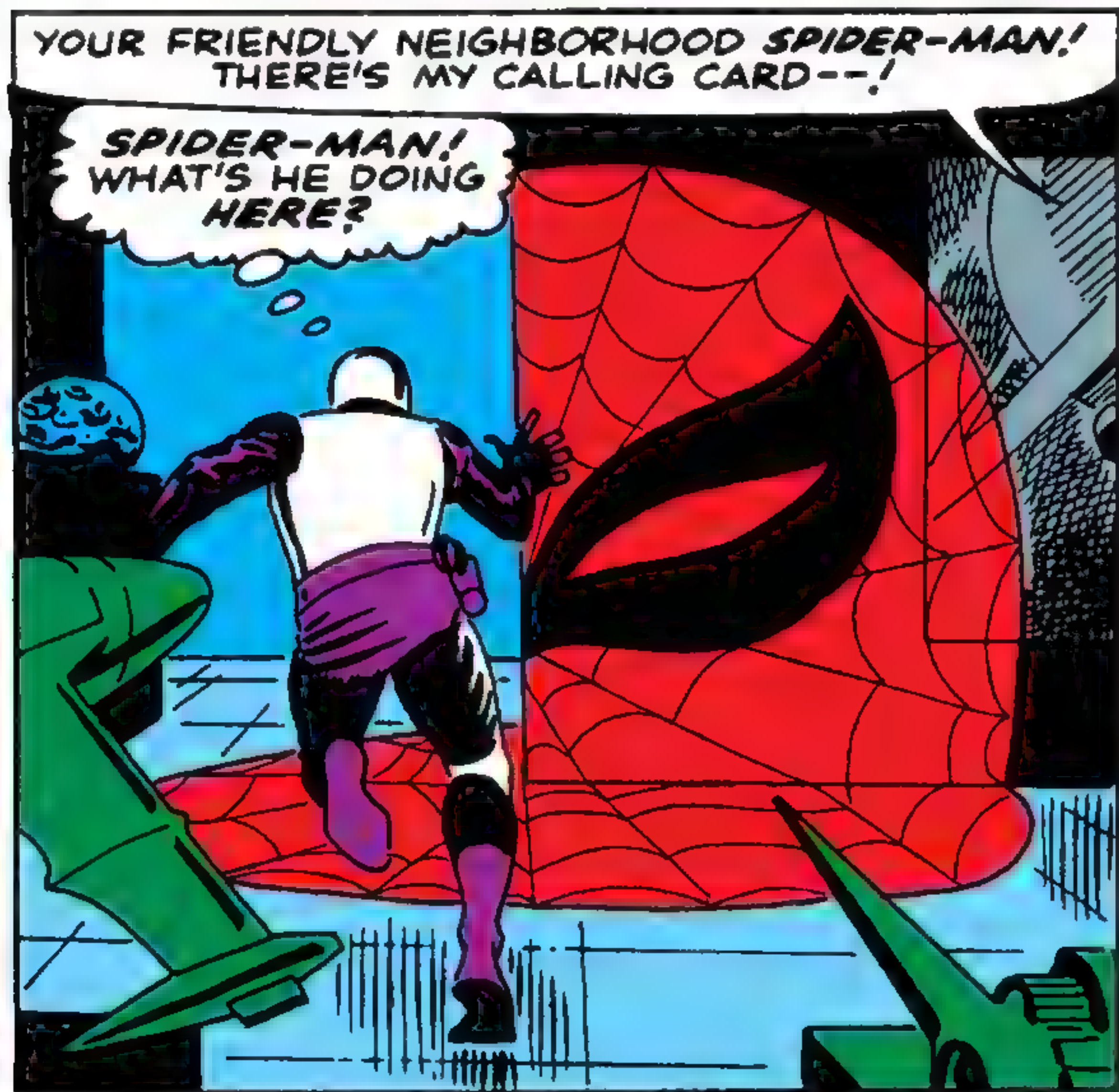
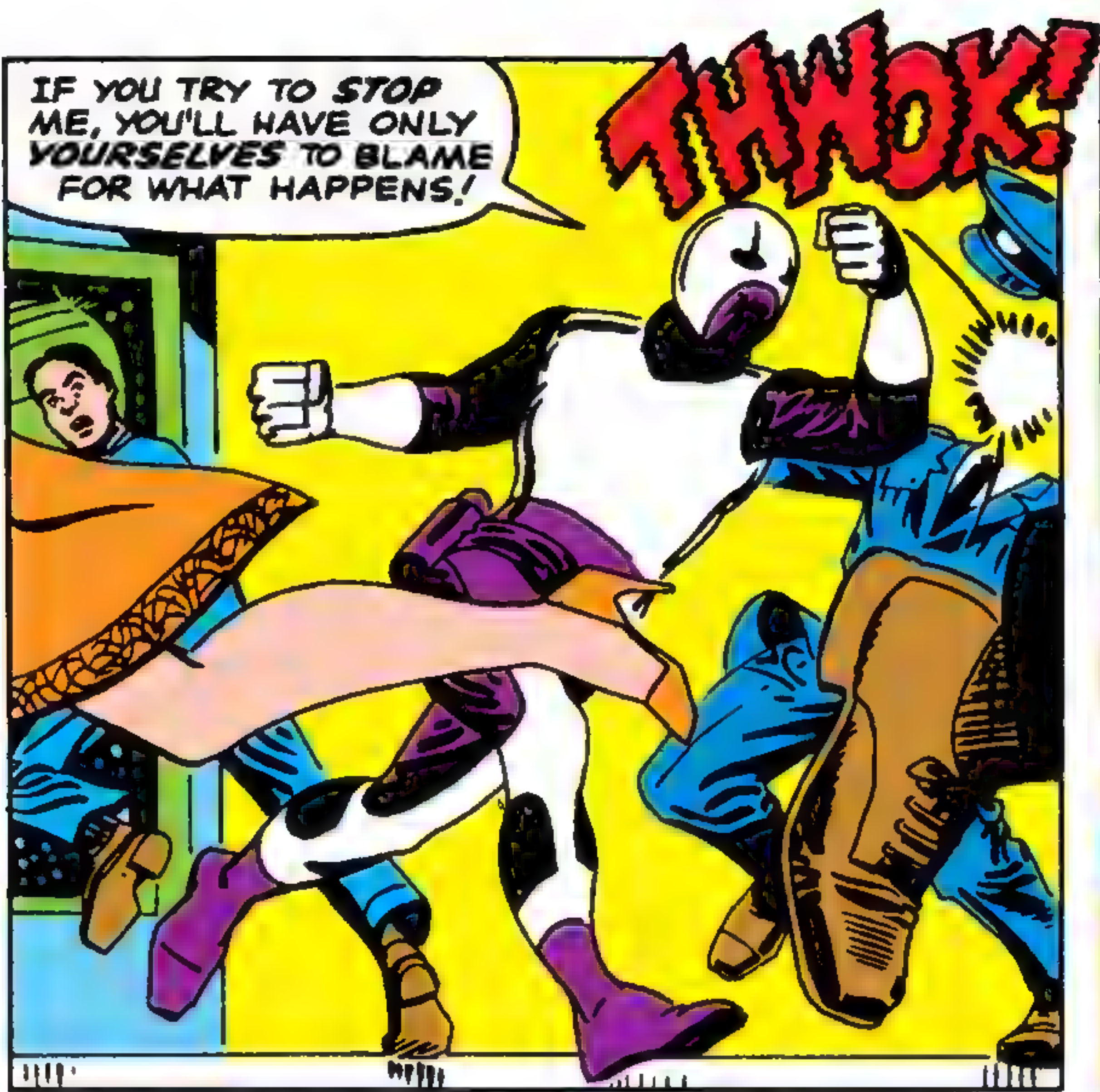


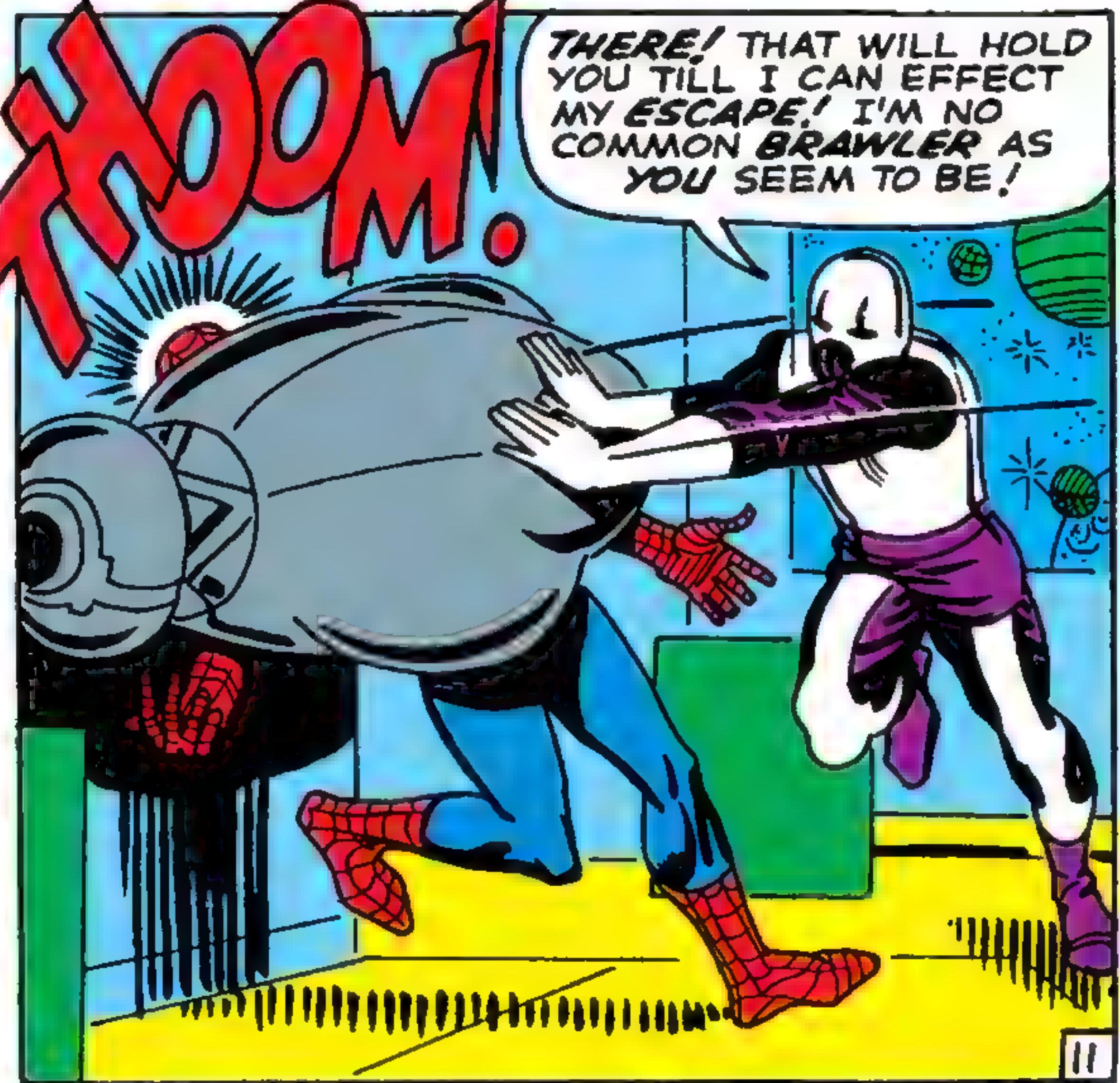


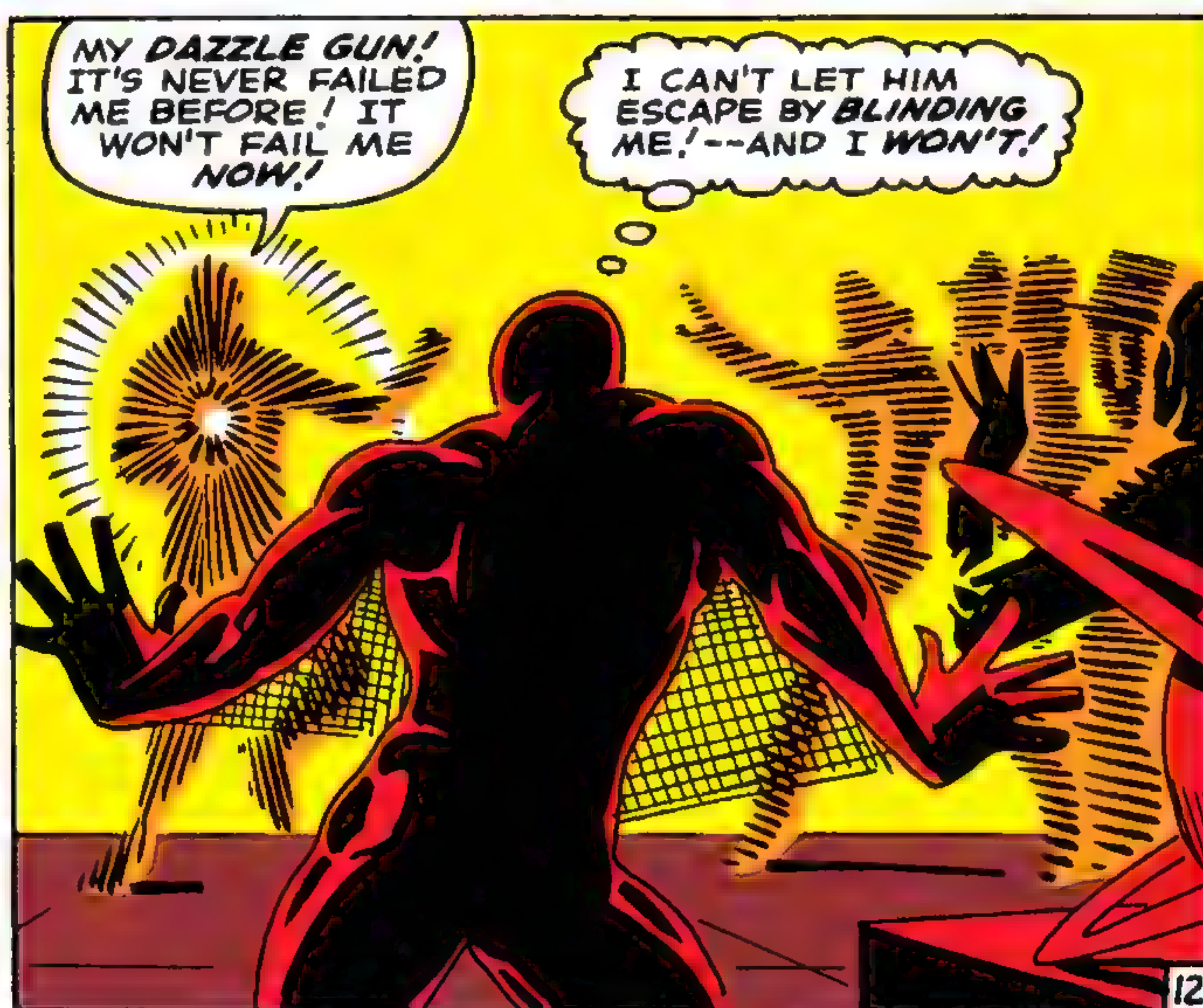
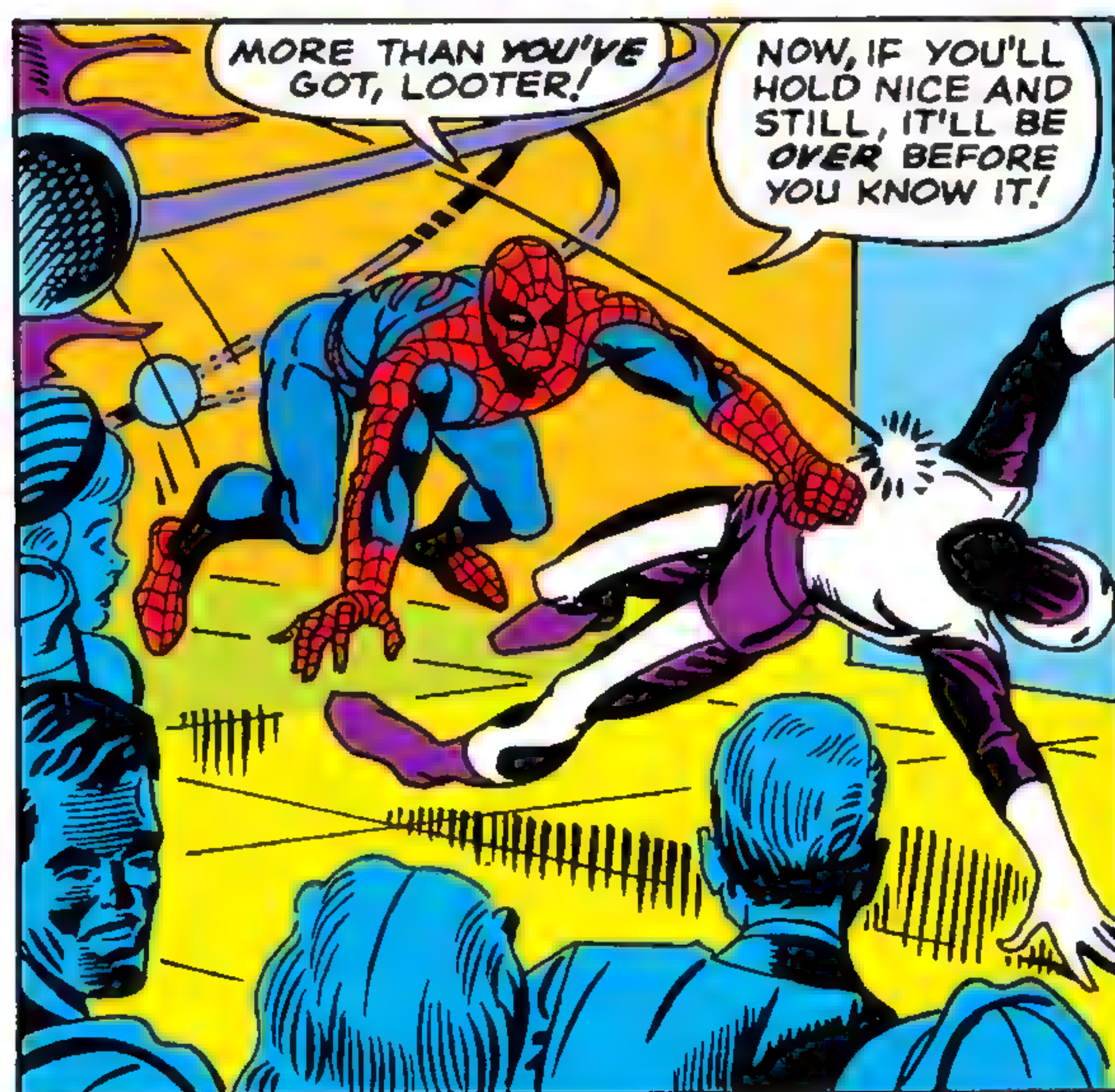
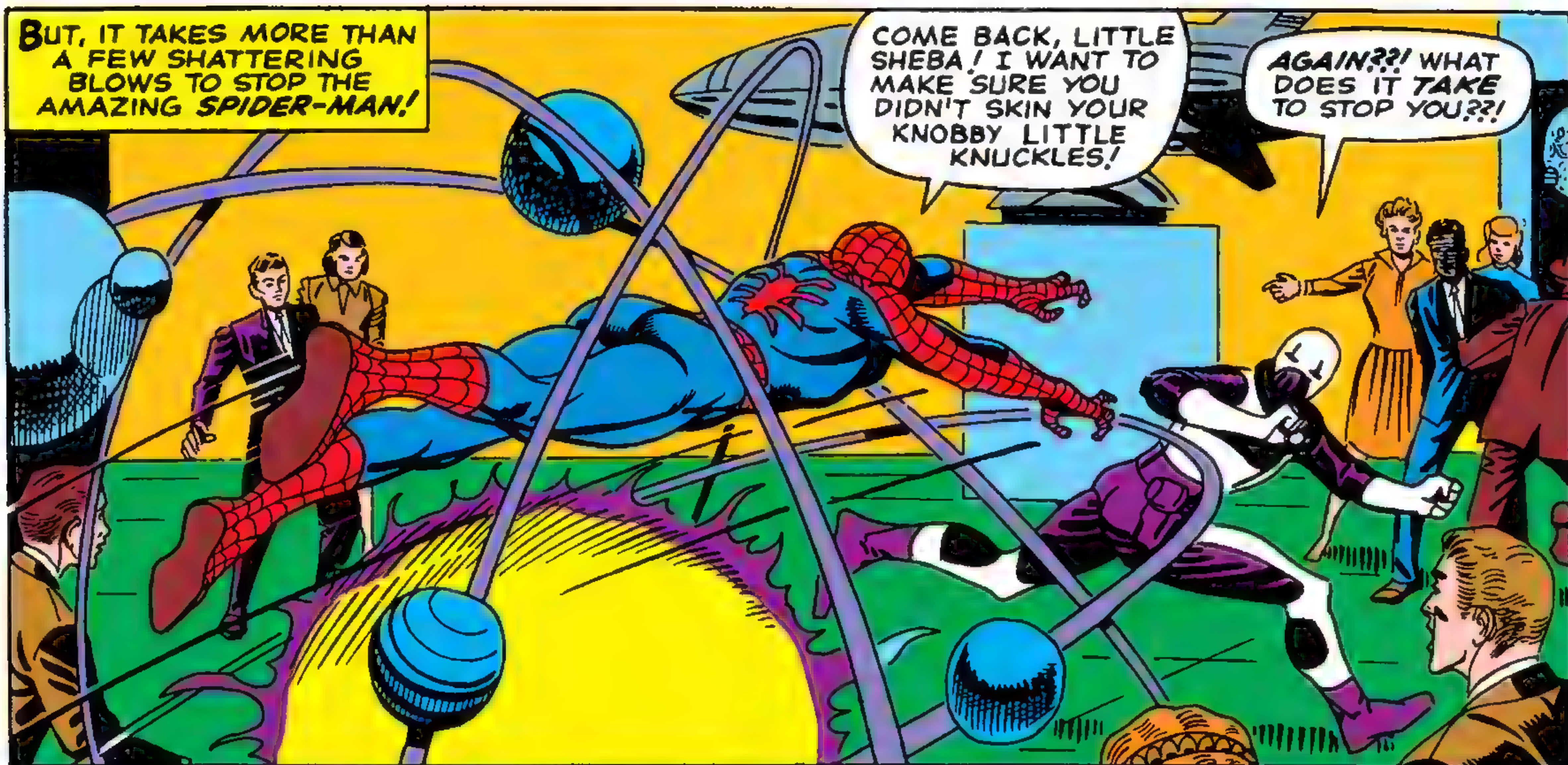
LIKE A WRAITH IN THE NIGHT, THE WORLD'S MOST AMAZING WEB-SPINNER TAKES UP THE CITY-WIDE SEARCH FOR THE ELUSIVE LOOTER! BUT, TRY AS HE MAY, HE FINDS--

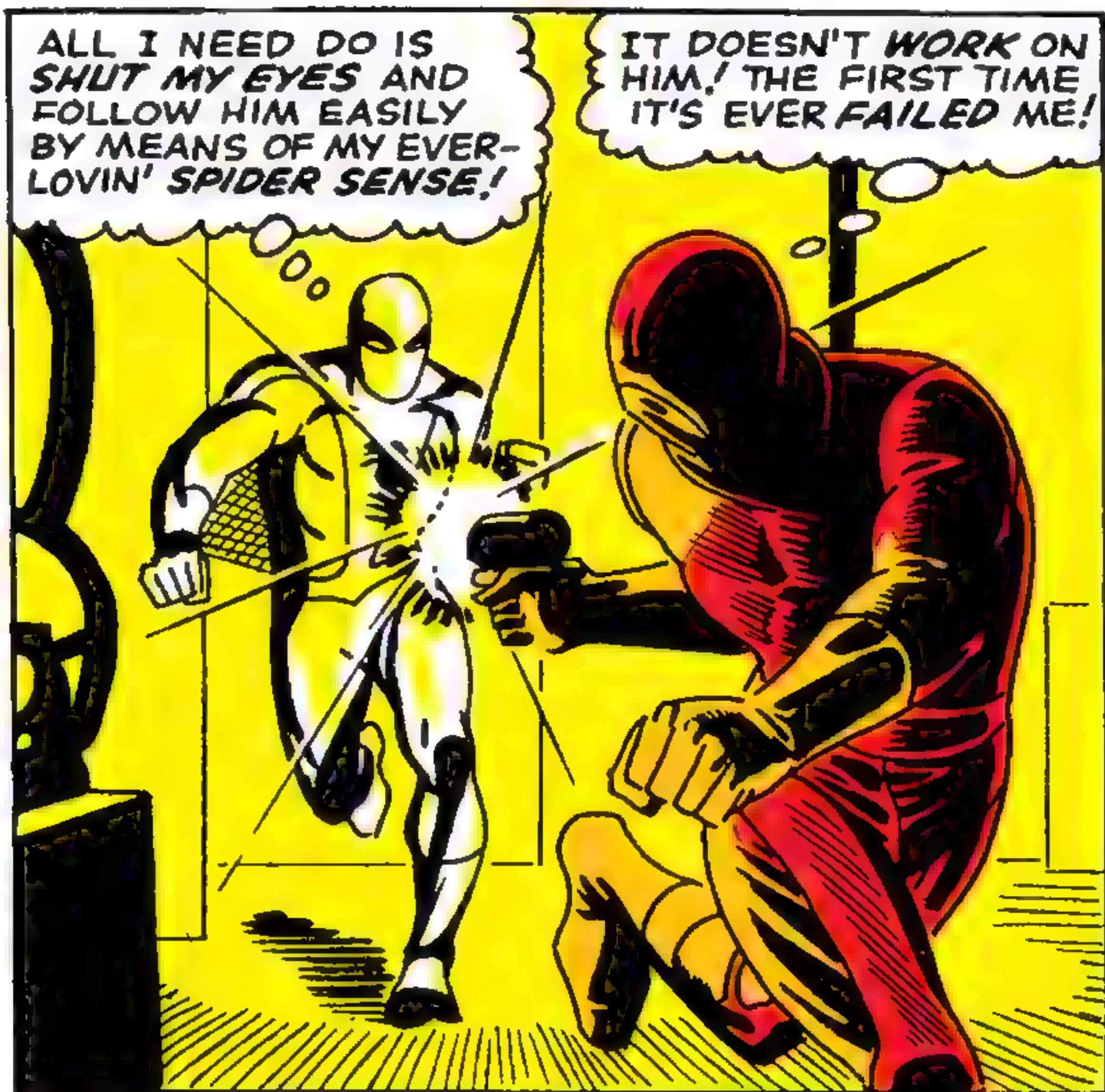












ALL I NEED DO IS SHUT MY EYES AND FOLLOW HIM EASILY BY MEANS OF MY EVER-LOVIN' SPIDER SENSE!

IT DOESN'T WORK ON HIM! THE FIRST TIME IT'S EVER FAILED ME!



BUT, IT DAZED EVERYONE ELSE, GIVING ME THE TIME I NEED!

MY EYES! I CAN'T SEE!

WHAT HAPPENED??

HE'S TRYING TO UPSET THAT GIANT IRON SHIP MODEL ON THE CROWD!



WHEW! THAT WAS A CLOSE ONE! THEY'D NEVER HAVE KNOWN WHAT HIT THEM!

THINGS ARE GRADUALLY CLEARING NOW--!



I'LL MAKE SURE THIS GIZMO IS STEADY AGAIN, AND THEN I'D BETTER LOSE MYSELF FAST!

AS SOON AS THEIR VISION BECOMES NORMAL, THE CROWD IS SURE TO BLAME ME FOR WHAT'S HAPPENED-- LIKE THEY ALWAYS DO!



WELL, I GOT OUT OF THERE JUST IN TIME-- BUT I LOST THE LOOTER!

HE COULD HAVE RUN OFF IN ANY DIRECTION! THERE'S NO WAY OF KNOWING!

THUS, A FEW MINUTES LATER...

I MIGHT AS WELL GO BACK AND SEE THE REST OF THE EXHIBIT!

NO SENSE LETTING THE DAY BE A TOTAL LOSS!

SAY! I KNOW HER! SHE'S GWEN STACY! SHE'S A FRESH-MAN AT E.S.U. ALSO!

HI, GWEN! ENJOYING THE EXHIBIT?

I WAS-- UNTIL NOW, PARKER!

HUH? WAIT-- WHAT'S WRONG? WHAT DID I DO?

PERHAPS IT'S WHAT YOU DIDN'T DO!

YOU DIDN'T STAY AND TRY TO HELP!

HOW CAN ANY-ONE SO PRETTY BE SUCH A NUT?

AND YET, IT'S HARD TO BELIEVE THAT ANYONE SO MANLY-LOOKING COULD BE A COWARD! IF ONLY I HADN'T SEEN HIM WITH MY OWN EYES--!

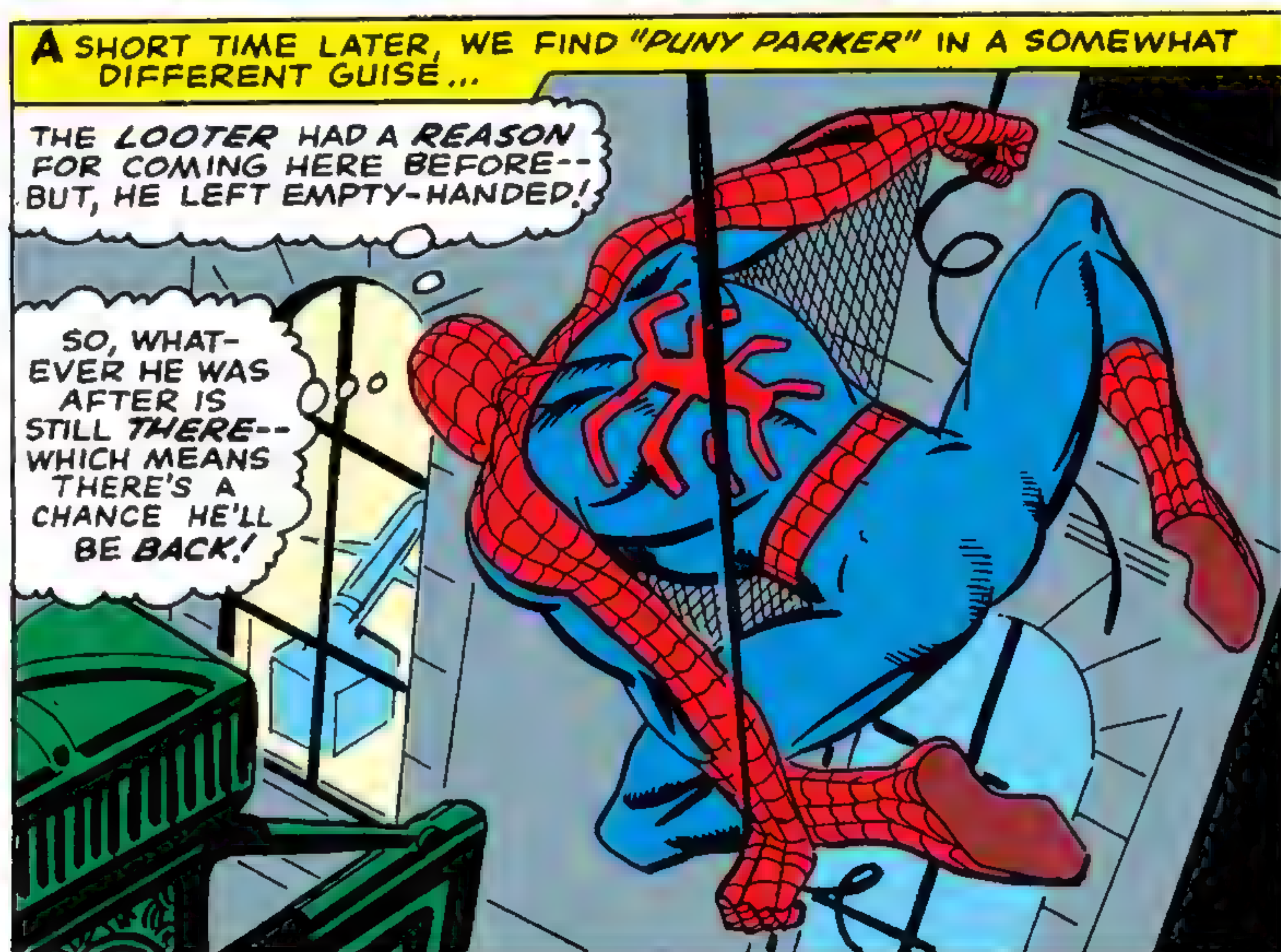
BUT, BACK IN HIS LITTLE HIDEOUT, NORTON G. FESTER HAS HIS OWN PROBLEMS--ALTHOUGH, AS WE CAN SEE, THEY AREN'T MATTERS OF THE HEART--!

IT WAS STUPID OF ME TO BLUNDER INTO THAT EXHIBIT THE WAY I DID! I SHOULD HAVE PLANNED MY MOVE MORE CAREFULLY--LEFT NOTHING TO CHANCE!

I FAILED TO TAKE INTO ACCOUNT THE FACT THAT SOMEONE LIKE SPIDER-MAN MIGHT BE THERE!

AND YET, I CAN-NOT STOP NOW! I MUST HAVE THAT METEOR!!

AND HAVE IT I SHALL-- BUT, THIS TIME I'LL SET MY PLANS CAREFULLY! I'LL BE PREPARED FOR ANYTHING!



BUT, THE LOOTER DOESN'T SHOW UP THAT NIGHT-- NOR THE NEXT-- NOR EVEN THE NEXT! HOWEVER, AT THE END OF THE WEEK, WHEN THE EXHIBIT IS ABOUT TO CLOSE, WE FIND--

I KNEW MY CHANCE WOULD COME IF I WAITED LONG ENOUGH!

THEY'RE ABOUT TO MOVE THE EXHIBIT! MY TIMING IS PERFECT!

AND, ANOTHER FELLOW FEELS THE SAME WAY--!

MY PATIENCE PAID OFF! I KNEW IF I WATCHED LONG ENOUGH--!

THANK YOU FOR MOVING MY METEOR INTO THE CORRECT POSITION FOR ME, GENTLEMEN!

AND NOW, I'LL RELIEVE YOU OF IT!

IT'S THE LOOTER!

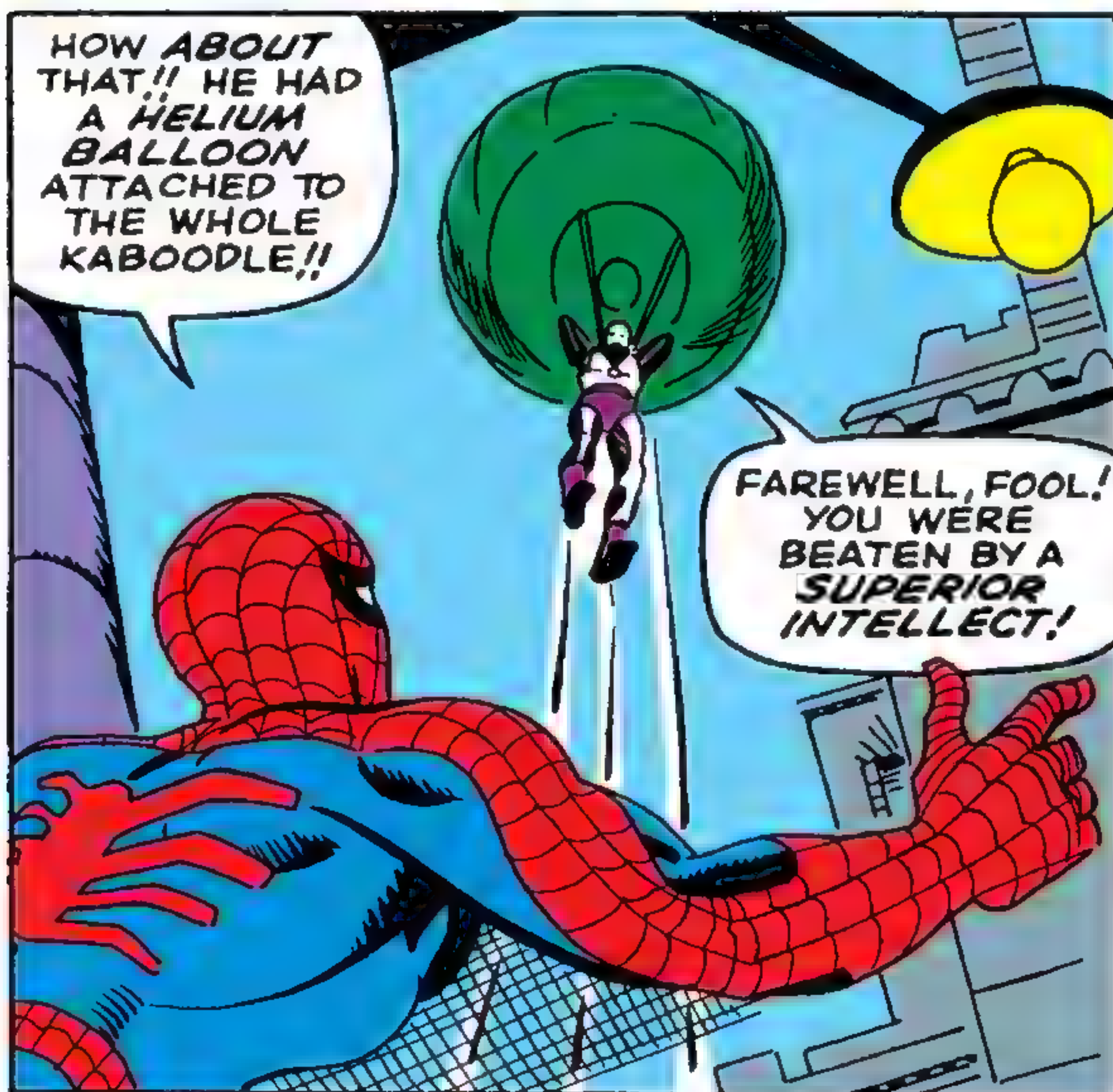
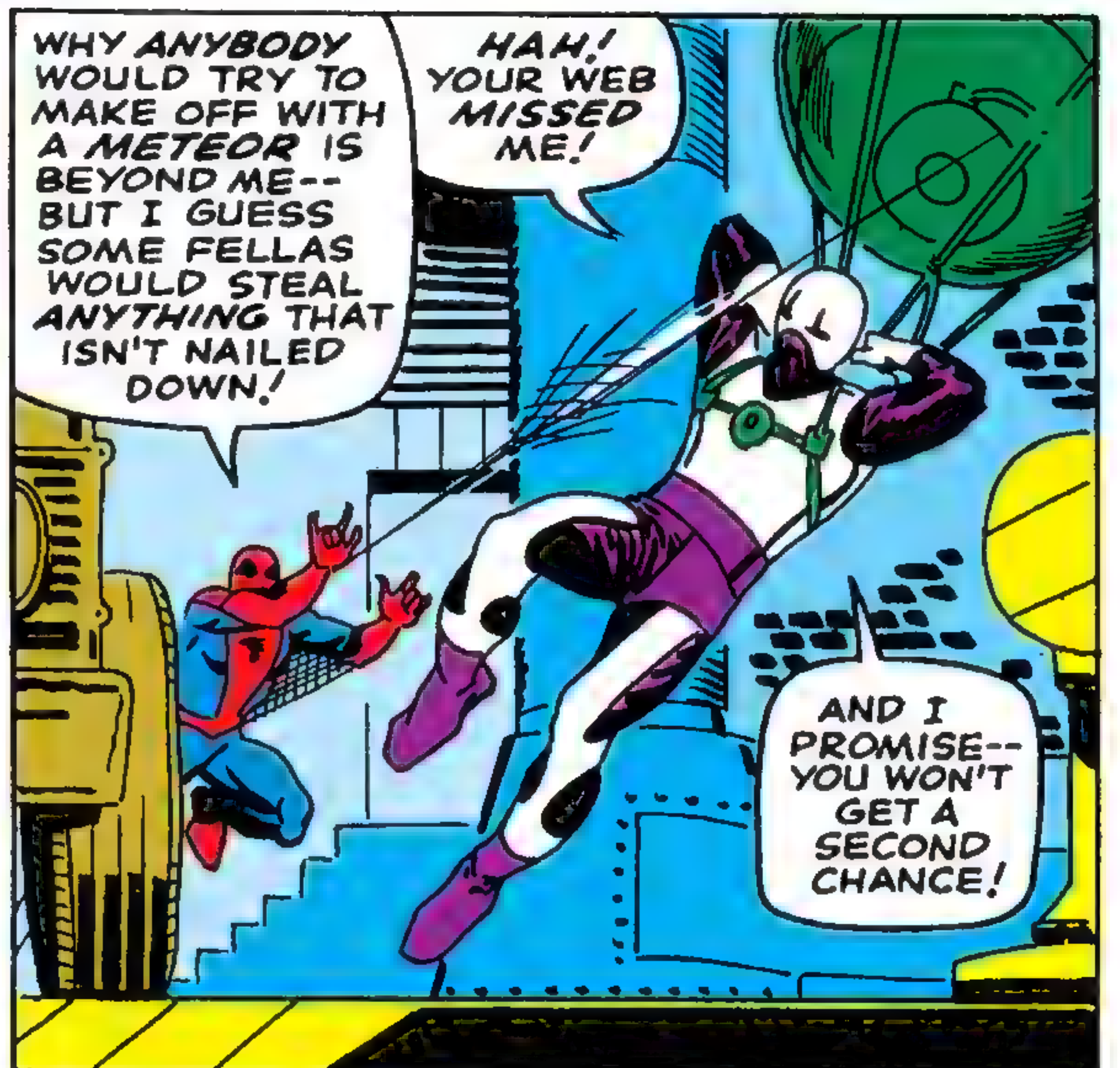
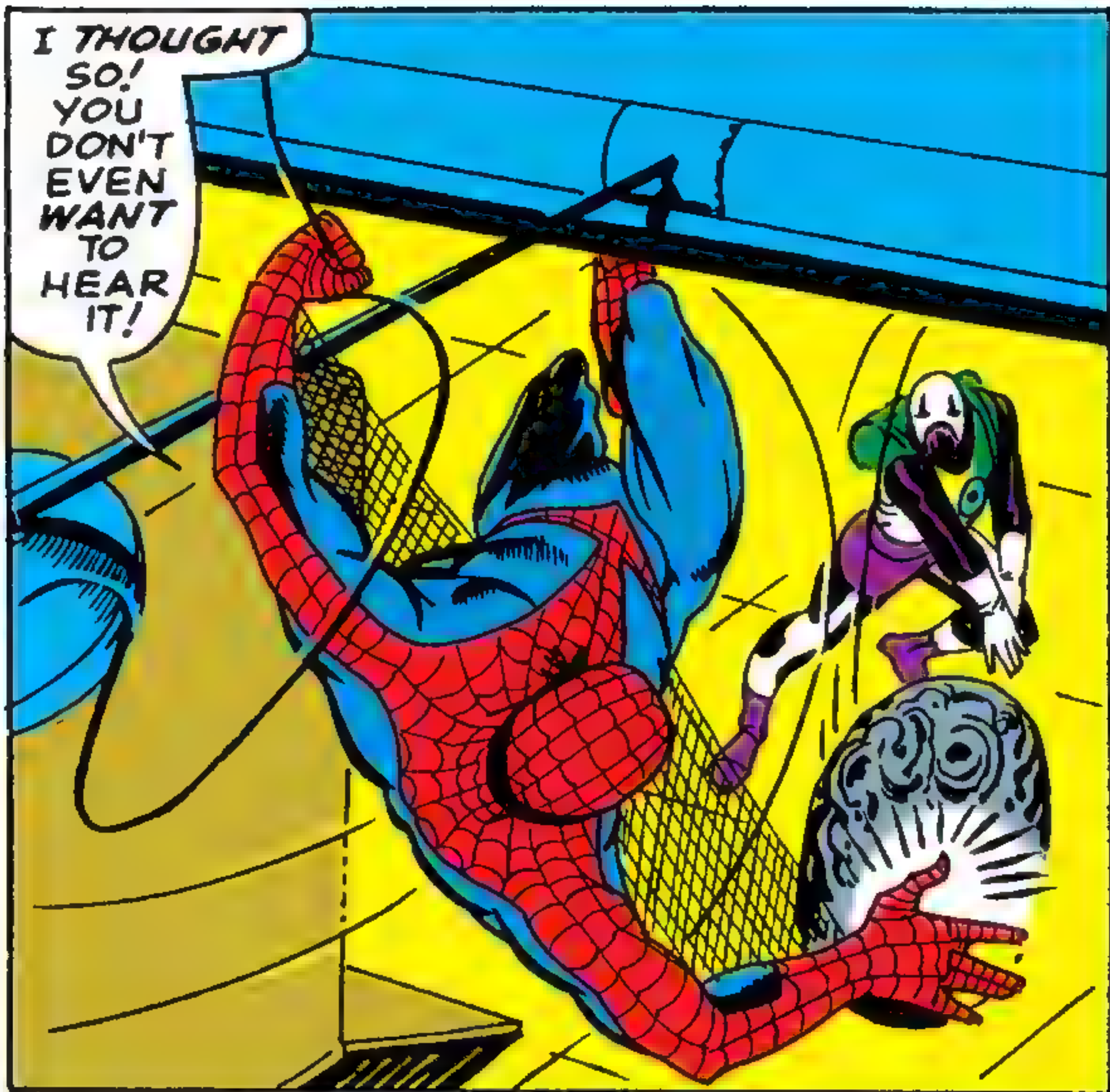
YOU SHOULD HAVE REALIZED THAT RESISTANCE WOULD BE COMPLETELY FUTILE AGAINST ONE AS POWERFUL AS I!

I PLANNED EVERYTHING TO PERFECTION! NOW, I NEED MERELY HOOK THESE SPECIAL STRAPS ONTO THE METEOR--

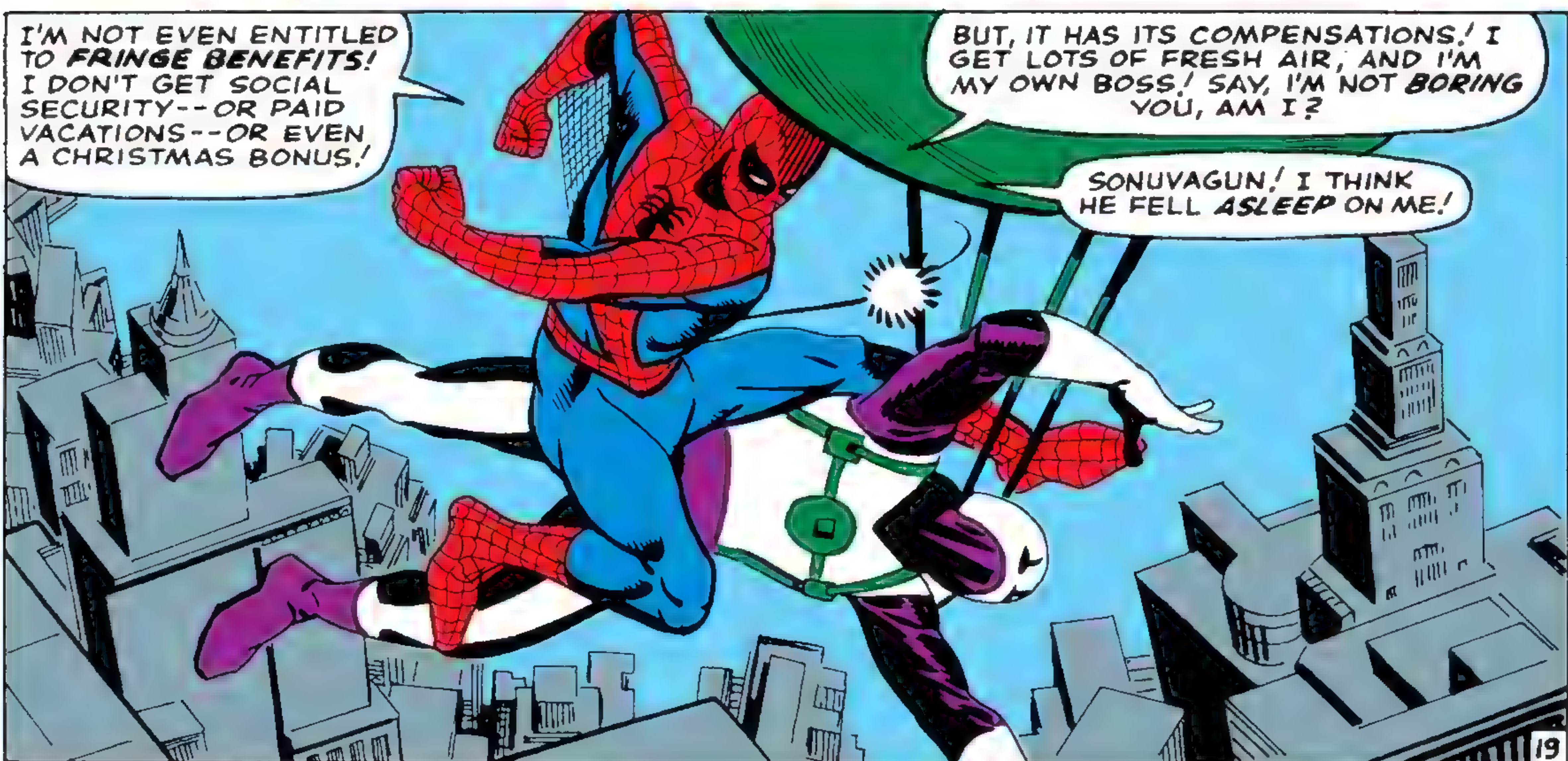
HEY, LOOTER! YOU WOULDN'T LEAVE WITHOUT SAYING BYE-BYE TO YOUR OLD SPARRING PARTNER, WOULD YOU?

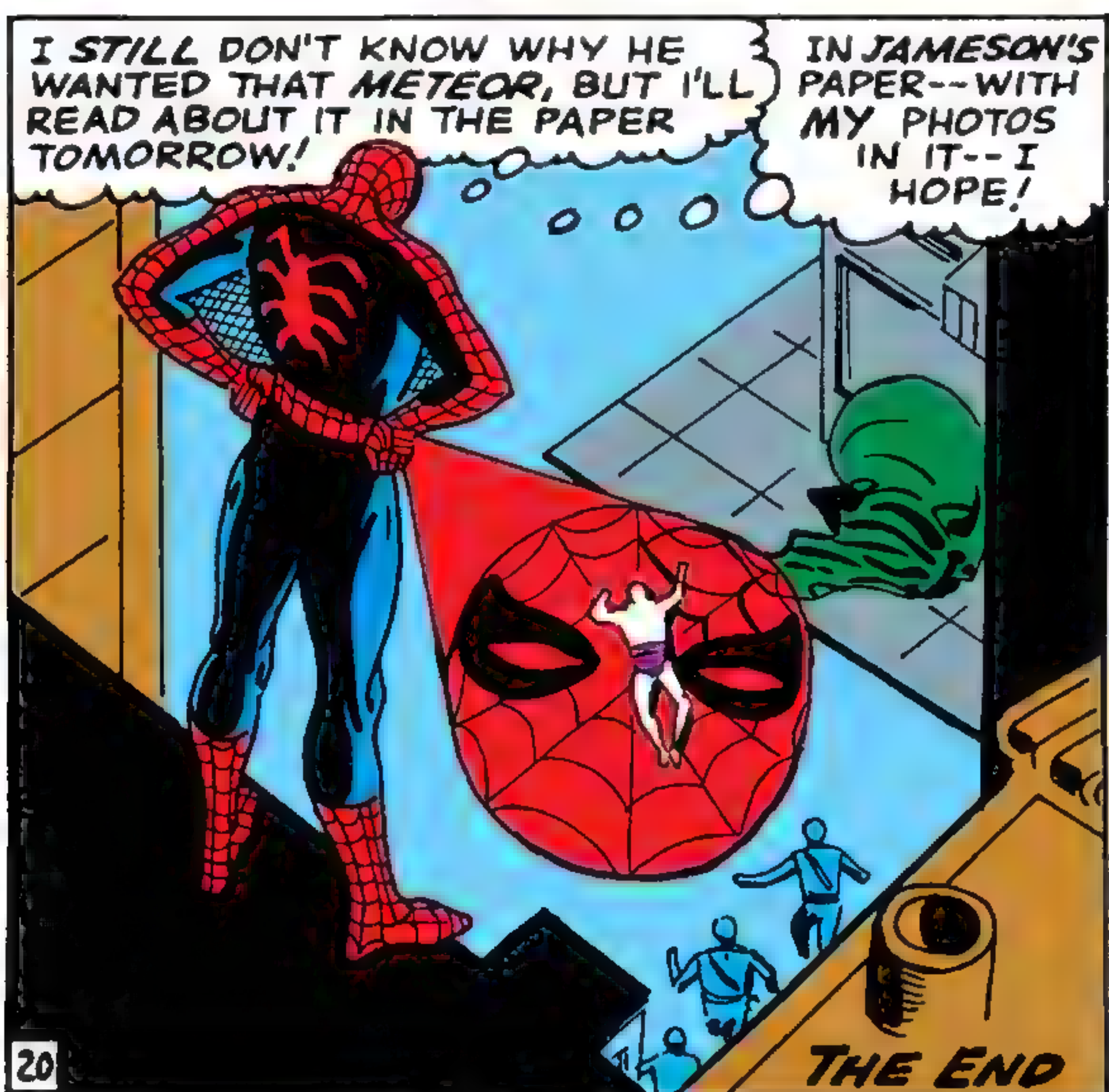
SPIDER-MAN!! BUT-- HOW--??

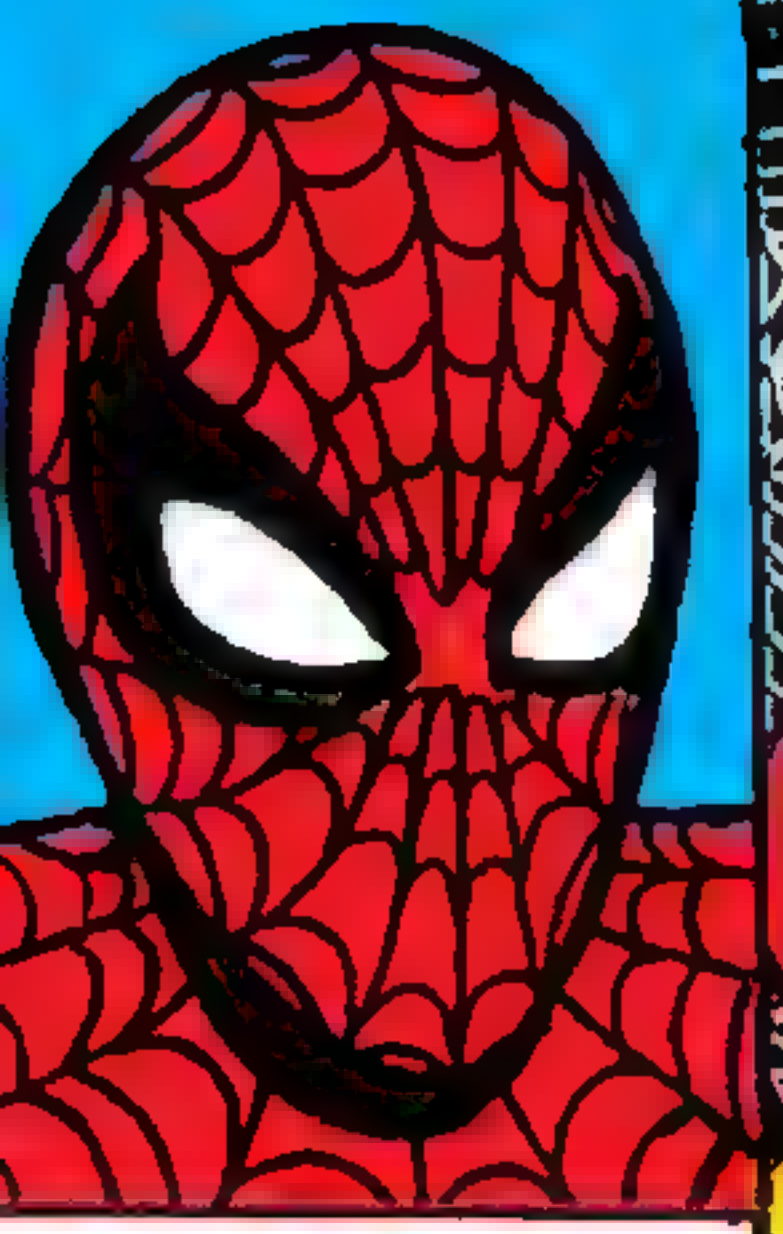
IT'S A LONG STORY-- BUT, IF YOU'RE REALLY INTERESTED--!











MARVEL
COMICS
GROUP

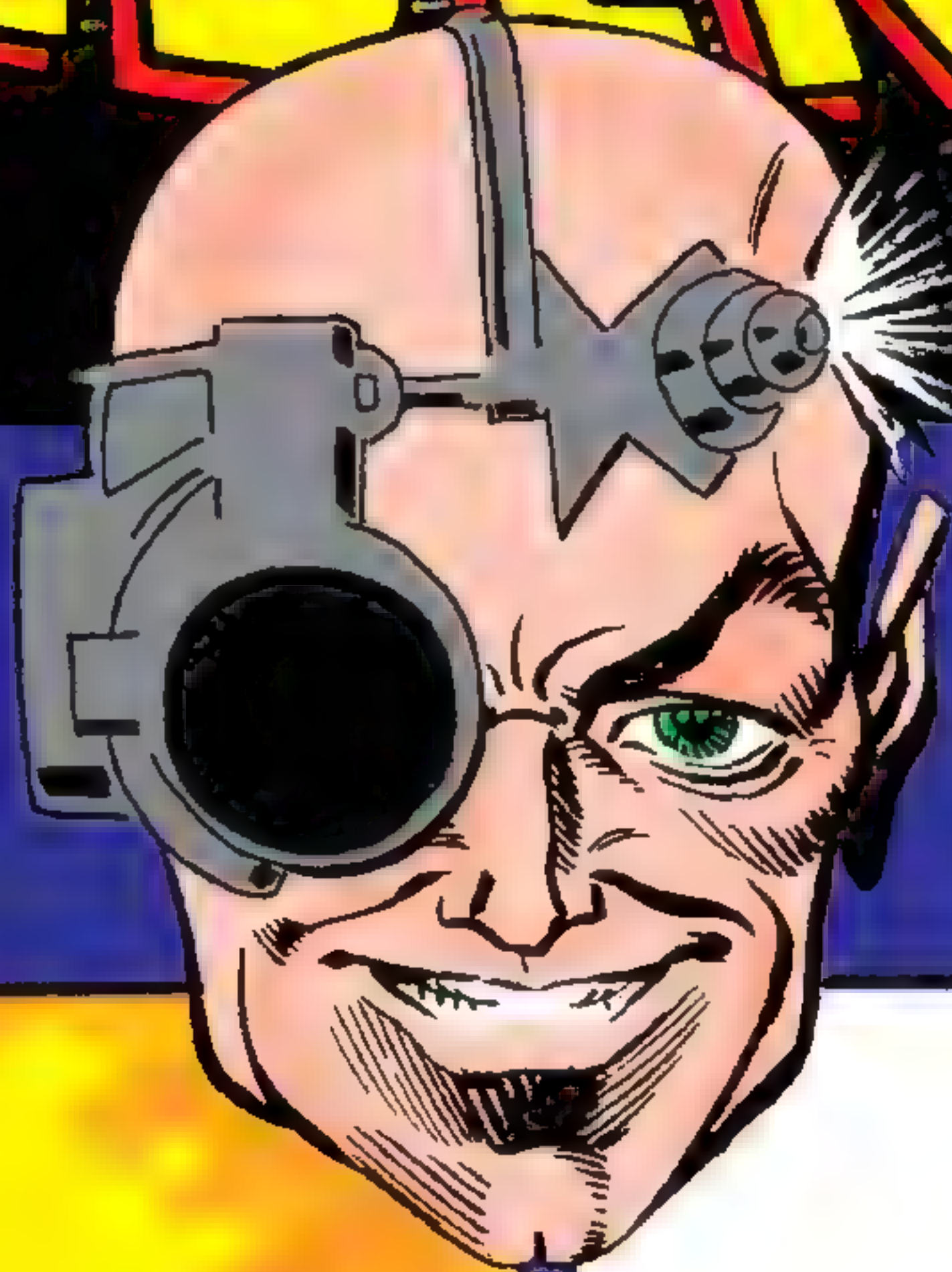
the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
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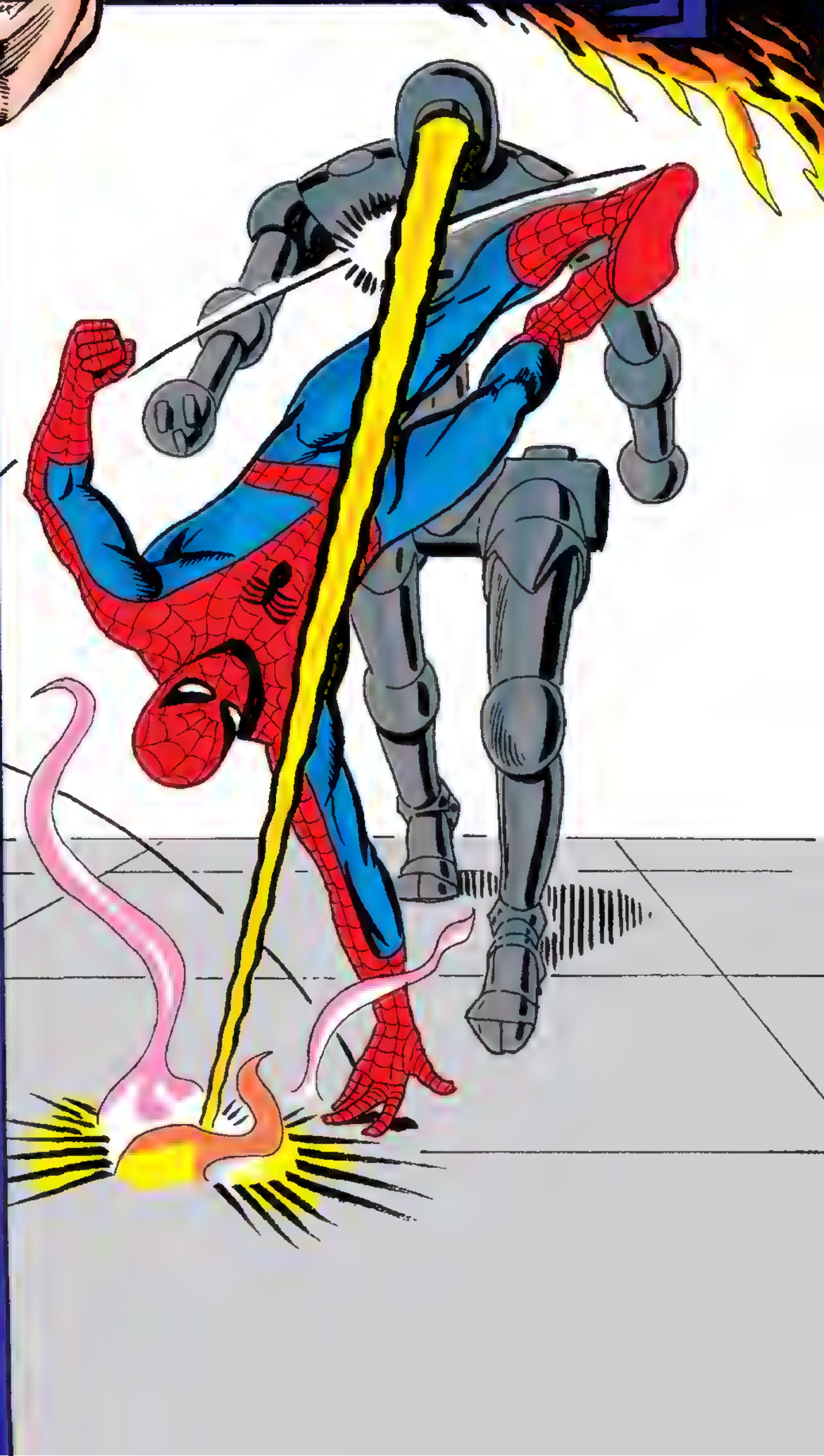
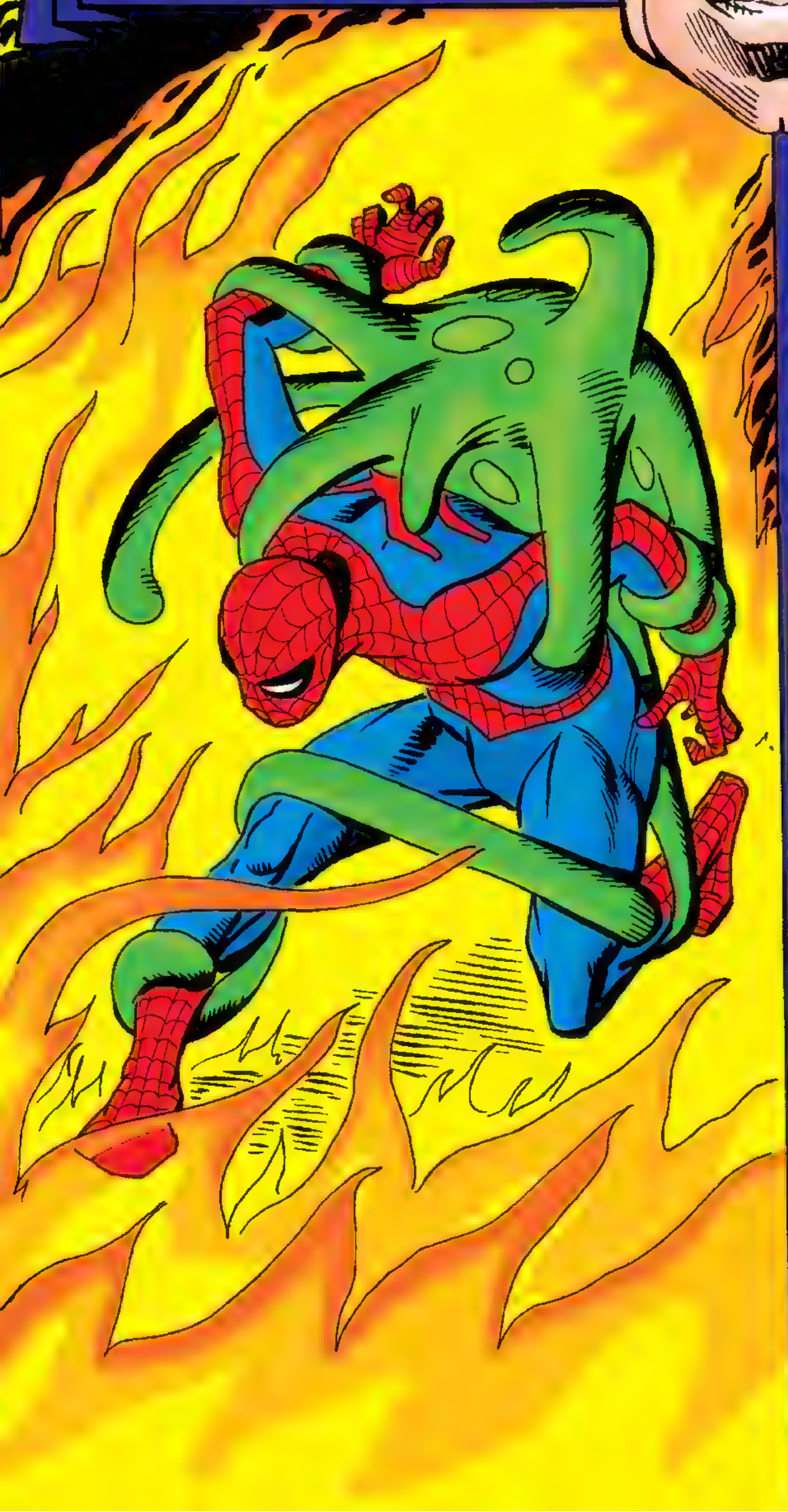
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"ONCE
UPON A
TIME..."



...THERE
WAS A
ROBOT!"

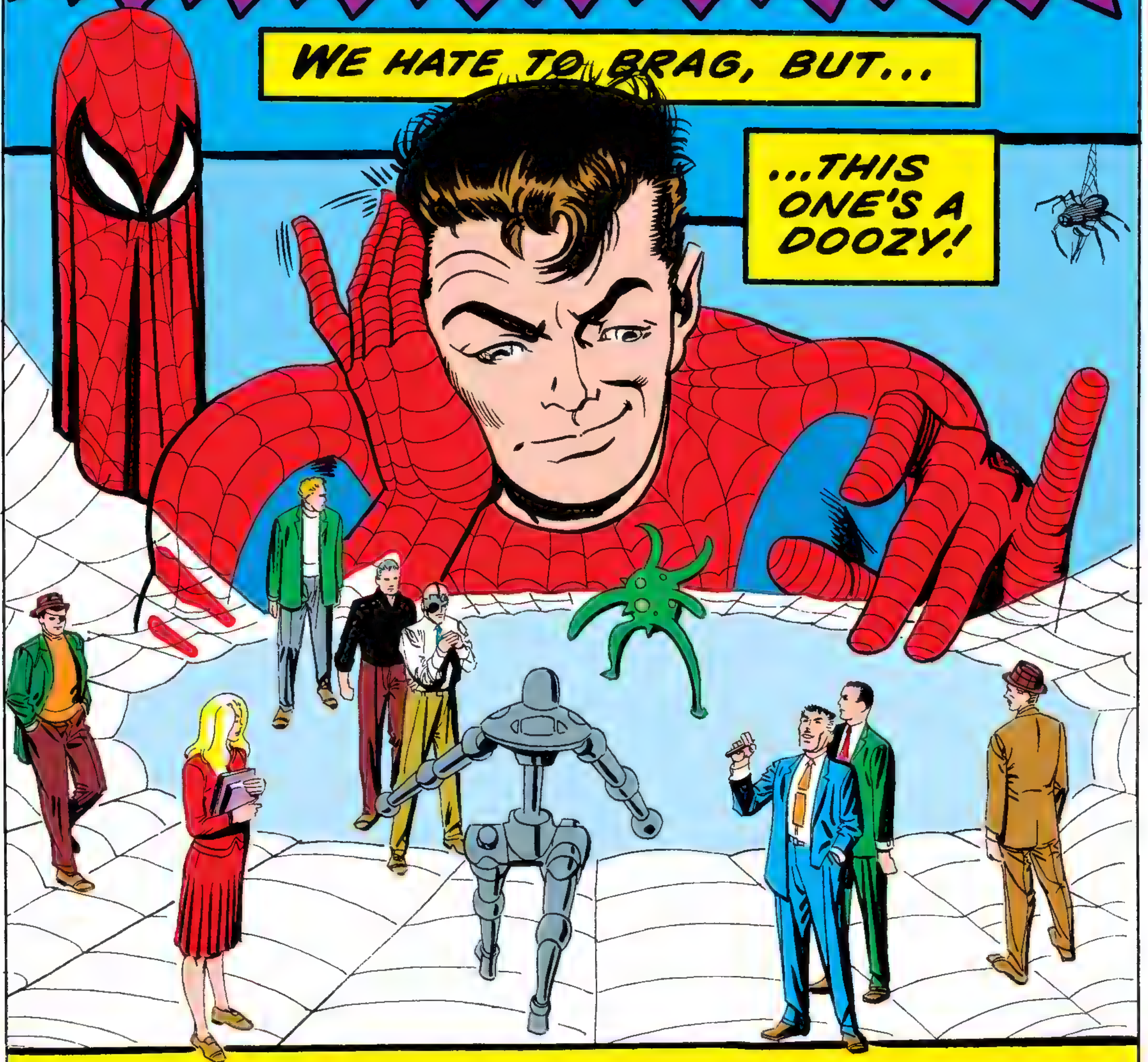


THE AMAZING SPIDER-MAN!

"ONCE UPON A
TIME, THERE
WAS A ROBOT...!"

WE HATE TO BRAG, BUT...

...THIS
ONE'S A
DOOZY!



EDITED AND WRITTEN
BY:
STAN LEE

PLOTTED AND DRAWN
BY:
STEVE DITKO

LETTERED AND CHERISHED
BY:
ARTIE SIMEK

BEHIND THE COLD, CLAMMY, CONFINING WALLS OF STATE PRISON, A VOICE UTTERS SIX WELCOME WORDS...

PROFESSOR STROMM, YOUR SENTENCE IS OVER!

AT LAST! I'M FREE!

YOU'VE BEEN A MODEL PRISONER FOR TEN YEARS! GOOD LUCK ON THE OUTSIDE, PROFESSOR!

THANKS!

SURE, I'VE BEEN A MODEL PRISONER! I'VE DONE NOTHING BUT PLAN MY REVENGE ALL THAT TIME!

THEN, NO SOONER DOES PROFESSOR STROMM PUT THE IRON GATES BEHIND HIM, WHEN...

GLAD TO SEE YA, STROMM! I GOT EVERYTHING ALL SET, LIKE YOU WANTED!

DO NOT FORGET YOURSELF, MAX! YOU WILL ALWAYS ADDRESS ME AS PROFESSOR!

BUT, OTHER EYES OBSERVE THE FATEFUL MEETING -- THE EYES OF AN EX-CON TURNED REPORTER, NAMED FOSWELL...

I KNEW MY OLD CELL-MATE WOULD BE GETTING OUT TODAY!

HE'S BEING PICKED UP BY ANOTHER EX-INMATE NAMED MAX YOUNG! THEY MUST HAVE MADE SOME PLANS WHILE IN PRISON!

I WONDER IF HE'S STILL AS HUNGRY FOR REVENGE AS EVER!?

THEY'RE HEADING FOR TOWN! I'D BETTER FOLLOW! THERE MAY BE A STORY IN IT FOR ME!

THAT GUY WATCHIN' THE PROFESSOR MUST BE A STOOLIE!

THE PROF'LL BE REAL GRATEFUL TO ME IF I WING 'IM!

HOWEVER, BEFORE A SHOT CAN BE FIRED--

WHOA THERE, SONNY BOY!

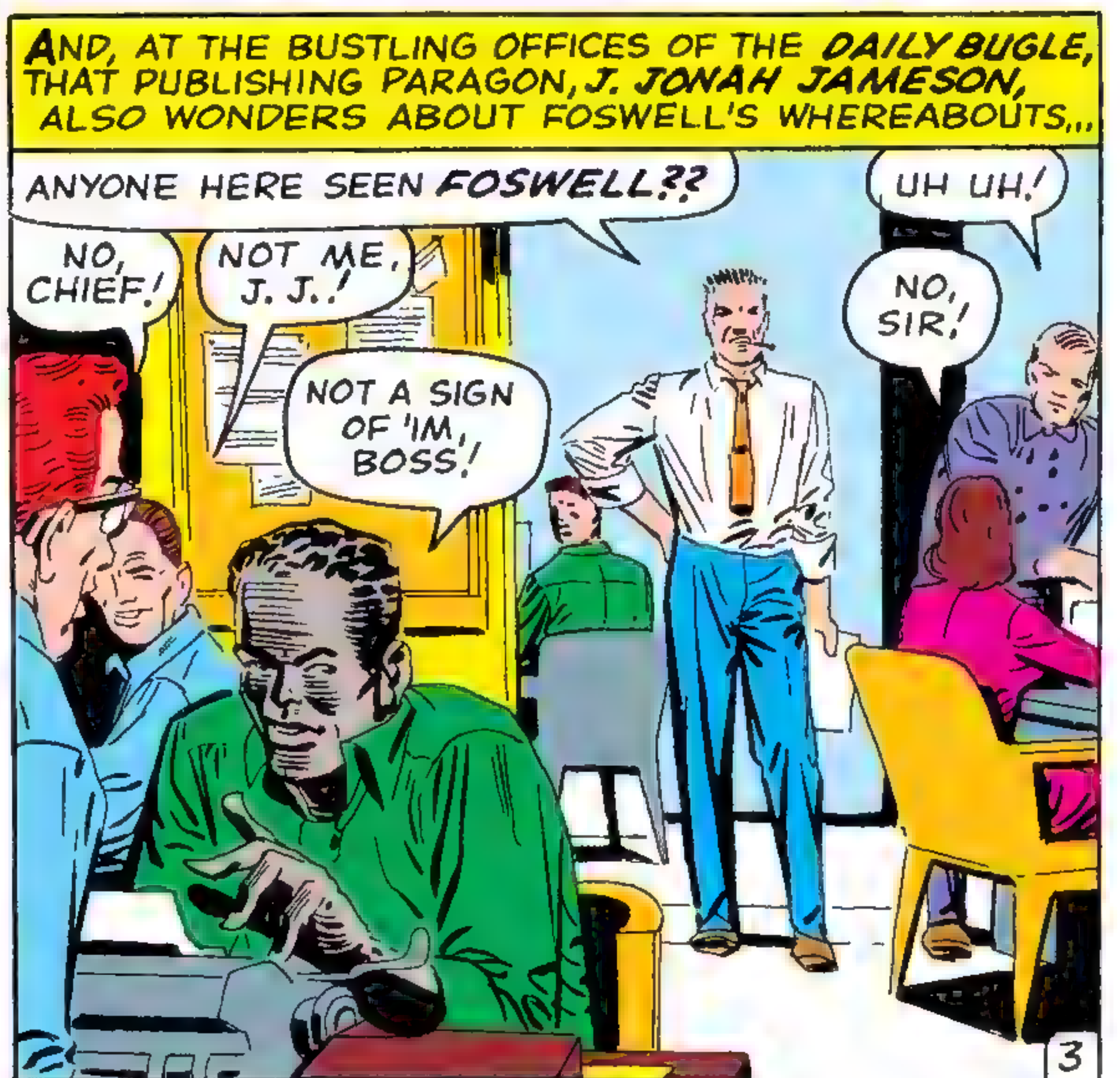
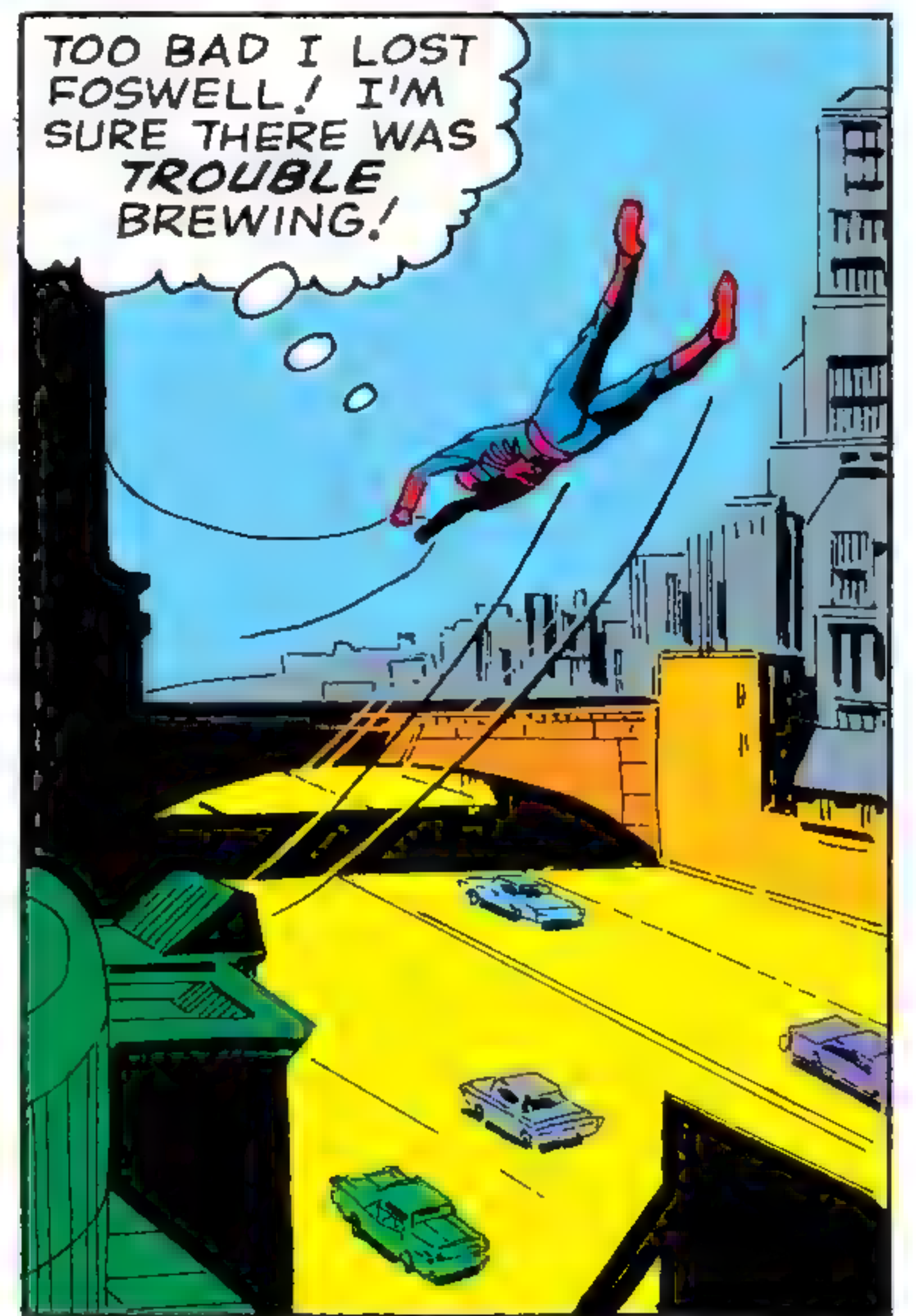
IN CASE YOU DON'T KNOW IT, THIS IS A NO-NOISE ZONE!

SPIDER-MAN!

AWW--AND I WANTED IT TO BE A SURPRISE!

OKAY, TALK! WHY'D YOU TRY TO VENTILATE FOSWELL?

I SAID TALK!





MISS-~~EH~~- WHAT-
EVER-YOUR-NAME-
IS--ARE YOU SURE
FOSWELL HASN'T
CALLED IN?

POSITIVE,
MR. JAMESON!
THEN GET
BACK TO
WORK! WHAT
DO YOU THINK
I'M **PAYING**
YOU FOR?!



NO **WONDER** OLD HATCHET-
FACE CAN'T KEEP A
SECRETARY! IF HE EVER
SMILED, I'LL BET HIS
FROZEN FACE WOULD
CRACK IN TWO!



GOSH, EVERY TIME I COME UP
HERE, JOLLY JONAH HAS A NEW
SECRETARY!
I GUESS
BETTY
IS GONE
--FOR
GOOD!
WHAT DO YOU WANT,
PARKER? IF YOU
HAVEN'T ANY **PHOTOS**
FOR ME--I'M **BUSY!**



SPEAKING OF **PHOTOS**, YOU NEVER
PAID ME FOR THAT **LAST SET** I
SOLD YOU!

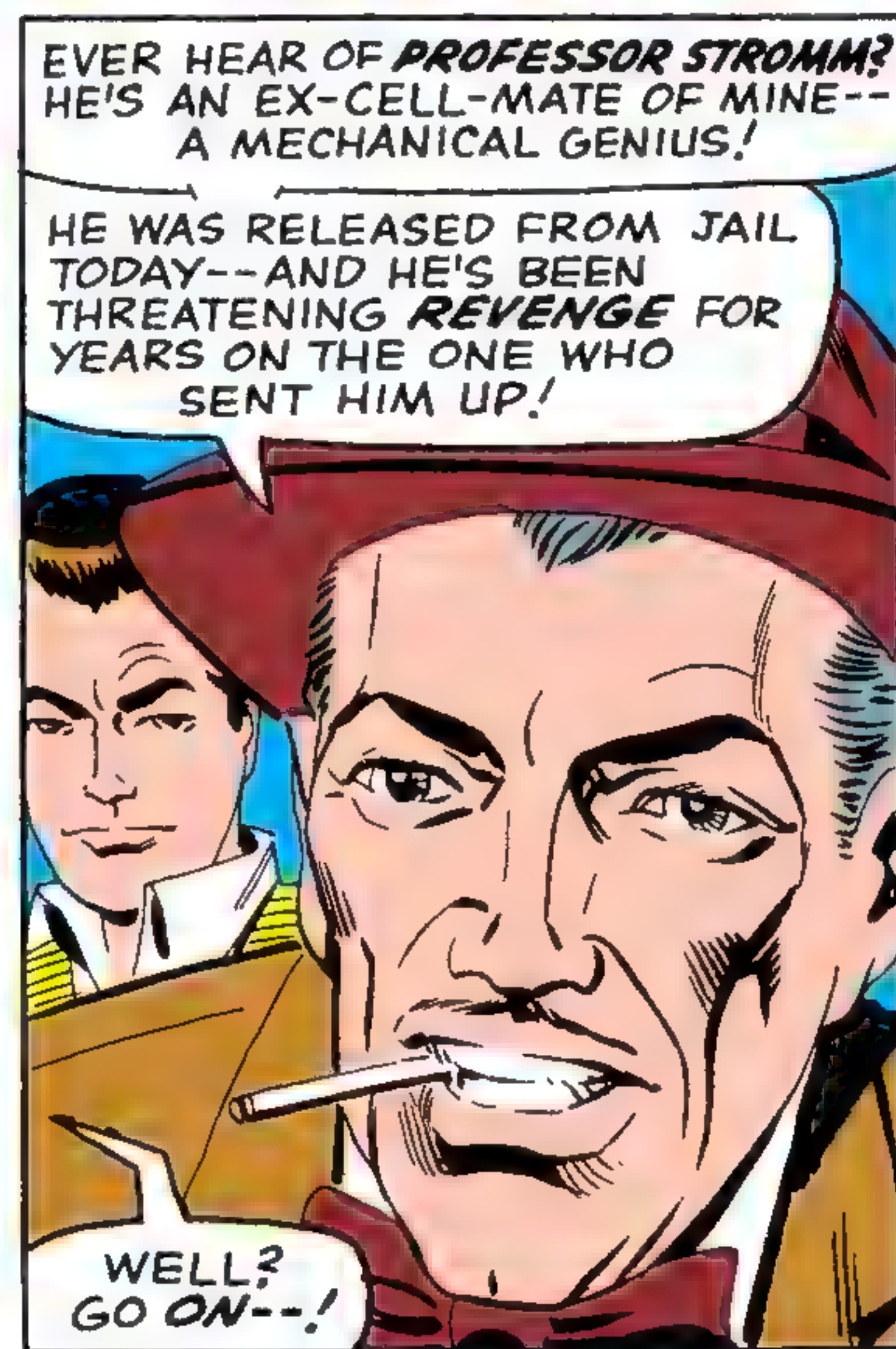
IT'S **YOUR FAULT!** IF
NOT FOR **YOU**, BETTY
BRANT MIGHT NOT
HAVE QUIT! MY **RECORDS**
ARE ALL MIXED UP
SINCE SHE LEFT!



MR. JAMESON-- I'VE GOT SOME
NEWS FOR YOU!

FOSWELL! YOU'D **BETTER**
HAVE SOMETHING FOR ME!
I'VE BEEN **LOOKING** FOR
YOU ALL DAY!

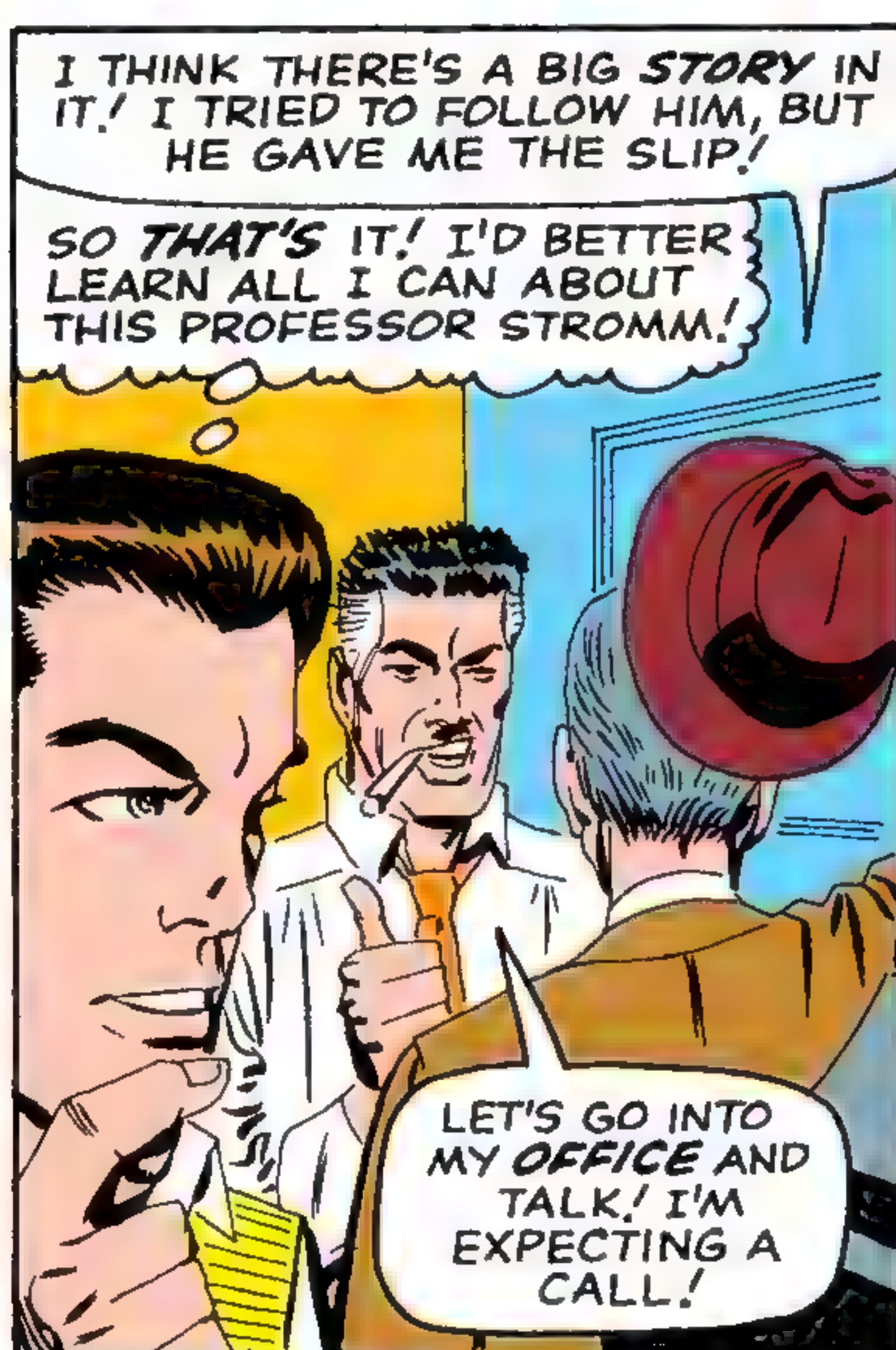
I'M IN **LUCK!**
HERE COMES
FOSWELL NOW!



EVER HEAR OF **PROFESSOR STROMM**?
HE'S AN EX-CELL-MATE OF MINE--
A MECHANICAL GENIUS!

HE WAS RELEASED FROM JAIL
TODAY--AND HE'S BEEN
THREATENING **REVENGE** FOR
YEARS ON THE ONE WHO
SENT HIM UP!

WELL?
GO ON--!



I THINK THERE'S A BIG **STORY** IN
IT! I TRIED TO FOLLOW HIM, BUT
HE GAVE ME THE SLIP!

SO **THAT'S** IT! I'D BETTER
LEARN ALL I CAN ABOUT
THIS PROFESSOR STROMM!

LET'S GO INTO
MY **OFFICE** AND
TALK! I'M
EXPECTING A
CALL!



THEY'VE LEFT! THIS'LL GIVE
ME A CHANCE TO PUT MY TRUSTY
LITTLE **SPIDER-TRACER** IN
FOSWELL'S HAT BAND!

GOOD!
NOBODY
SAW
ME!



NOW I CAN CUT OUT, TOO!

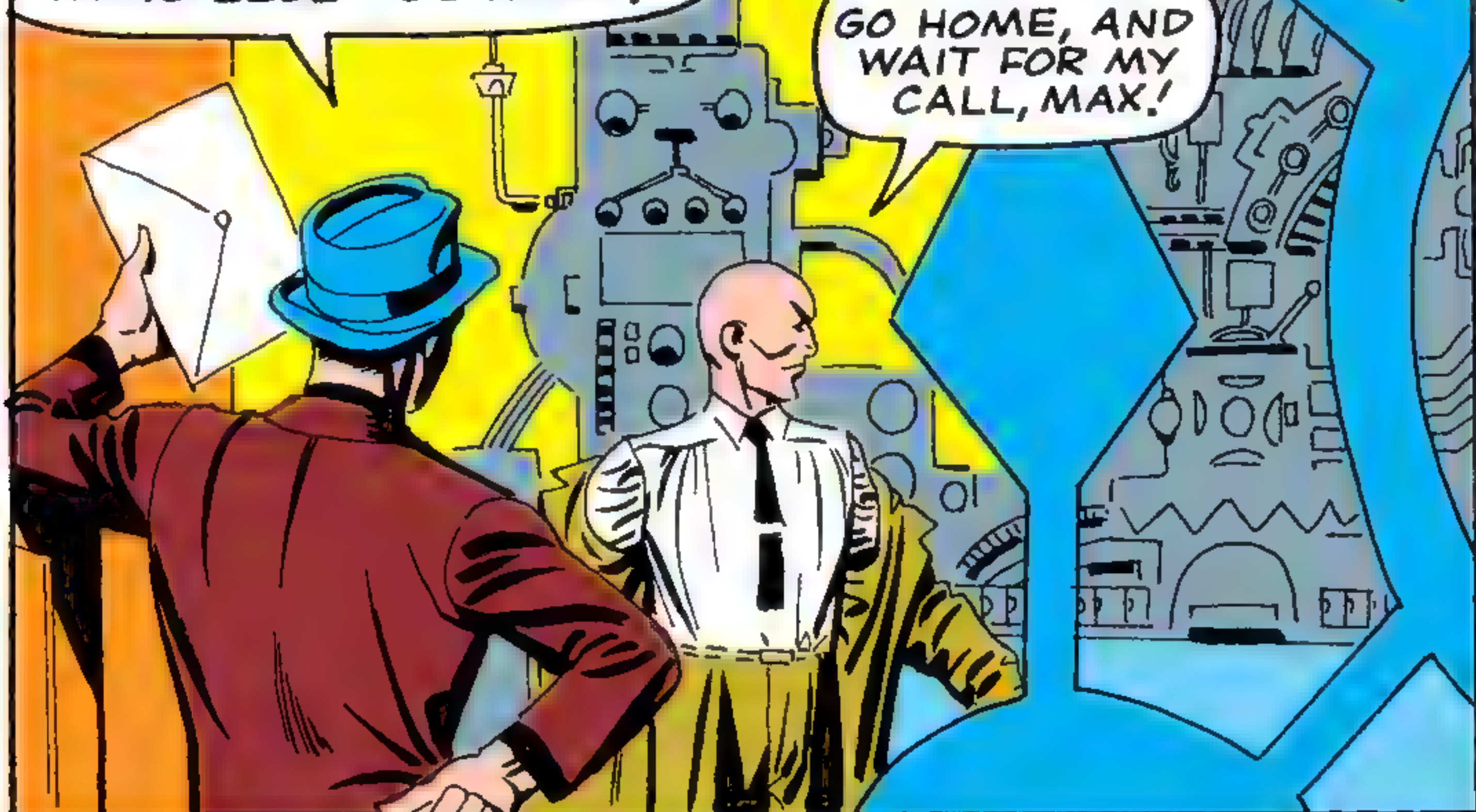
BUT, SOONER OR
LATER, THAT
LITTLE **HAT** WILL
LEAD **SPIDER-
MAN** INTO SOME
NEW ACTION!

NOW, LET'S SWITCH OUR SCENE TO THE MAN IN WHOM EVERYONE SEEMS SO INTERESTED, AS WE VISIT THE WELL-EQUIPPED HIDEOUT OF PROFESSOR STROMM...

I BOUGHT ALL THE GADGETS YOU WANTED WITH THE DOUGH YOU HAD STASHED AWAY, PROFESSOR! ANYTHING ELSE YOU NEED?

NO! THIS IS PERFECT! I WILL NOT NEED YOU AGAIN UNTIL THE ROBOT IS FINISHED!

GO HOME, AND WAIT FOR MY CALL, MAX!



FOR TEN YEARS I DREAMED OF THIS MOMENT! I DREAMED OF GETTING MY REVENGE ON THE MAN WHO CHEATED ME OUT OF MY INVENTIONS!

AS HE HAS RUINED MY LIFE, SO SHALL I RUIN HIM!



AND, WHILE THE PROFESSOR PLOTS, PETER PARKER HEADS FOR SCHOOL, AS USUAL...

I WONDER IF GWEN STACEY IS STILL MAD AT ME?

WELL, THERE'S ONLY ONE WAY TO FIND OUT...



HI, GWEN! WE'RE BOTH HEADING FOR THE SAME CLASS--MIND IF I JOIN YOU?

WHAT ARE YOU DOING, MR. PARKER--SLUMMING? USUALLY YOU'RE TOO STUCK UP TO SAY HELLO TO ANYONE!



WELL, AT LEAST I'M NOT A TEMPERAMENTAL FEMALE WHO DROOLS OVER A FELLA ONE DAY AND THEN ACTS LIKE AN ICICLE TO HIM THE NEXT!

DRAAT THAT CRAZY TEMPERAMENT OF MINE! NOW I'VE REALLY PUT MY FOOT IN IT!



EVEN IF YOU ARE E. S. U.'S NEWEST SCIENCE SCHOLARSHIP WHIZ-KID, NOBODY TALKS TO ME THAT WAY...

C'MON, GWEN--SIMMER DOWN! LET'S BURY THE HATCHET, HUH?



YOU THINK YOU CAN SAY WHAT YOU WANT TO ME, AND THEN --OWWW!

ANYONE EVER TELL YOU YOU'RE GORRRRGEIOUS WHEN YOU'RE ANGRY?

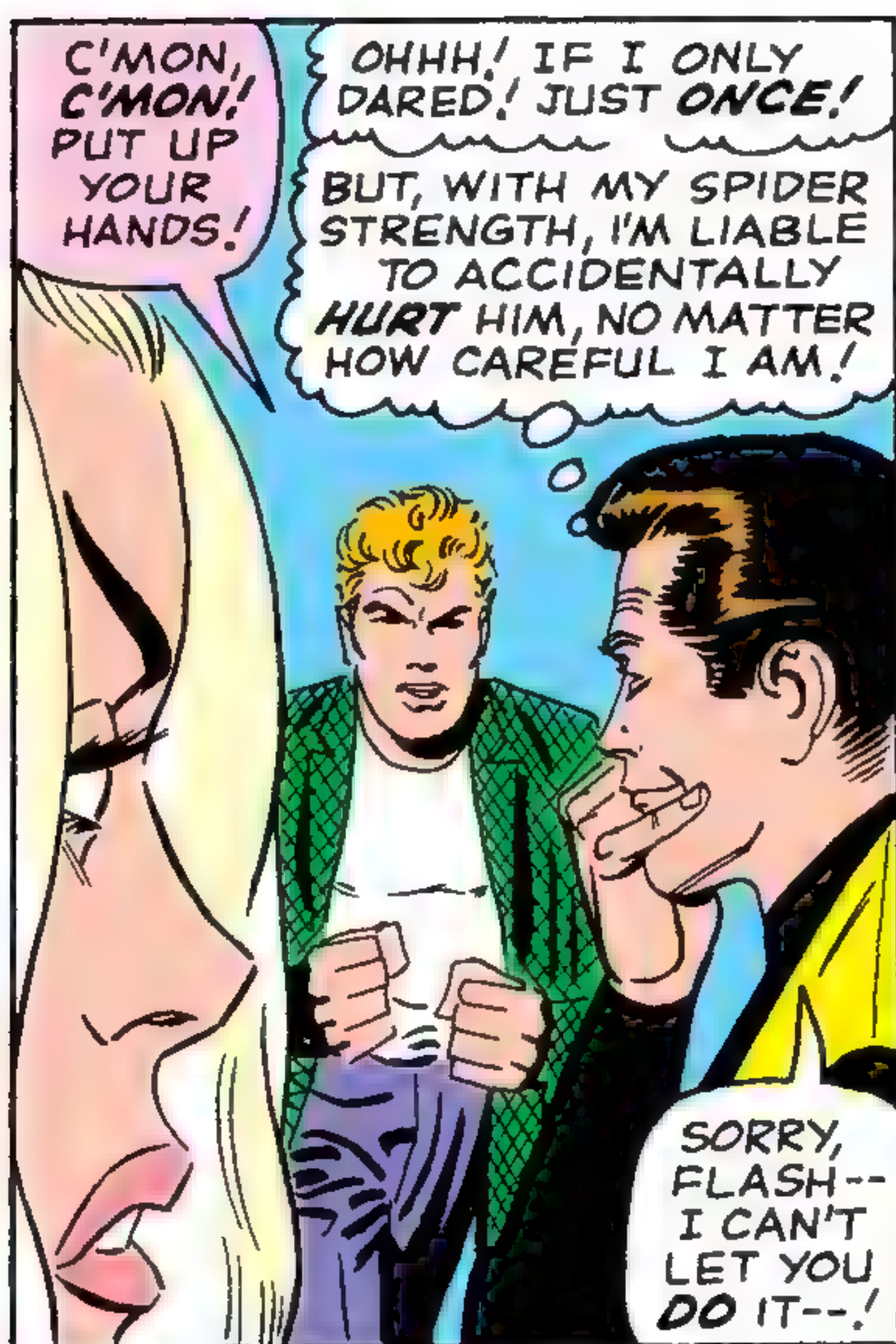


HEY! WHAT'S GOIN' ON THERE! I SAW THAT, PARKER!

I KNOW, I KNOW! THOSE BEADY, LITTLE, PIG-LIKE EYES OF YOURS NEVER MISS A TRICK, FLASH!



I'LL MAKE YOU EAT THOSE WORDS, YOU PUNY PUNK!



C'MON, C'MON! PUT UP YOUR HANDS!

OH, IF I ONLY DARED! JUST *ONCE*! BUT, WITH MY SPIDER STRENGTH, I'M LIABLE TO ACCIDENTALLY *HURT* HIM, NO MATTER HOW CAREFUL I AM!

SORRY, FLASH-- I CAN'T LET YOU DO IT--!



IF YOU DAMAGED MY *PROFILE*, HALF THE GIRLS AT E.S.U. WOULD BE HEART-BROKEN! WE CAN'T LET *THAT* HAPPEN!

YOU YELLOW FINK! I *KNEW* YOU'D CHICKEN OUT!

OH, LET HIM GO, FLASH!



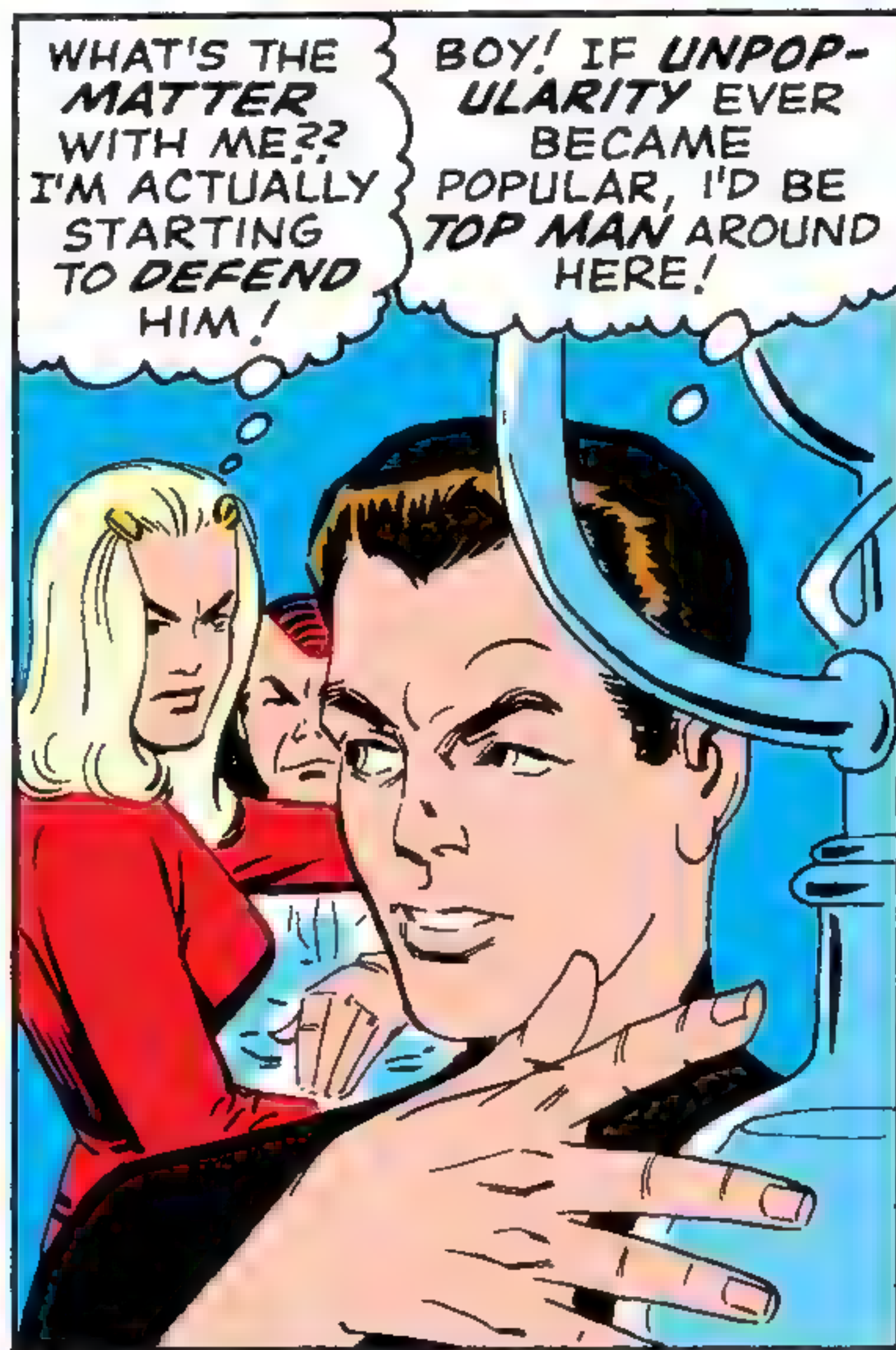
OKAY, DOLL! BUT IF HE BOTHERS YOU *AGAIN*, JUST LEMME KNOW!

I'D BET MY BOTTOM DOLLAR THAT PETER PARKER WASN'T THE LEAST *BIT* SCARED OF FLASH!



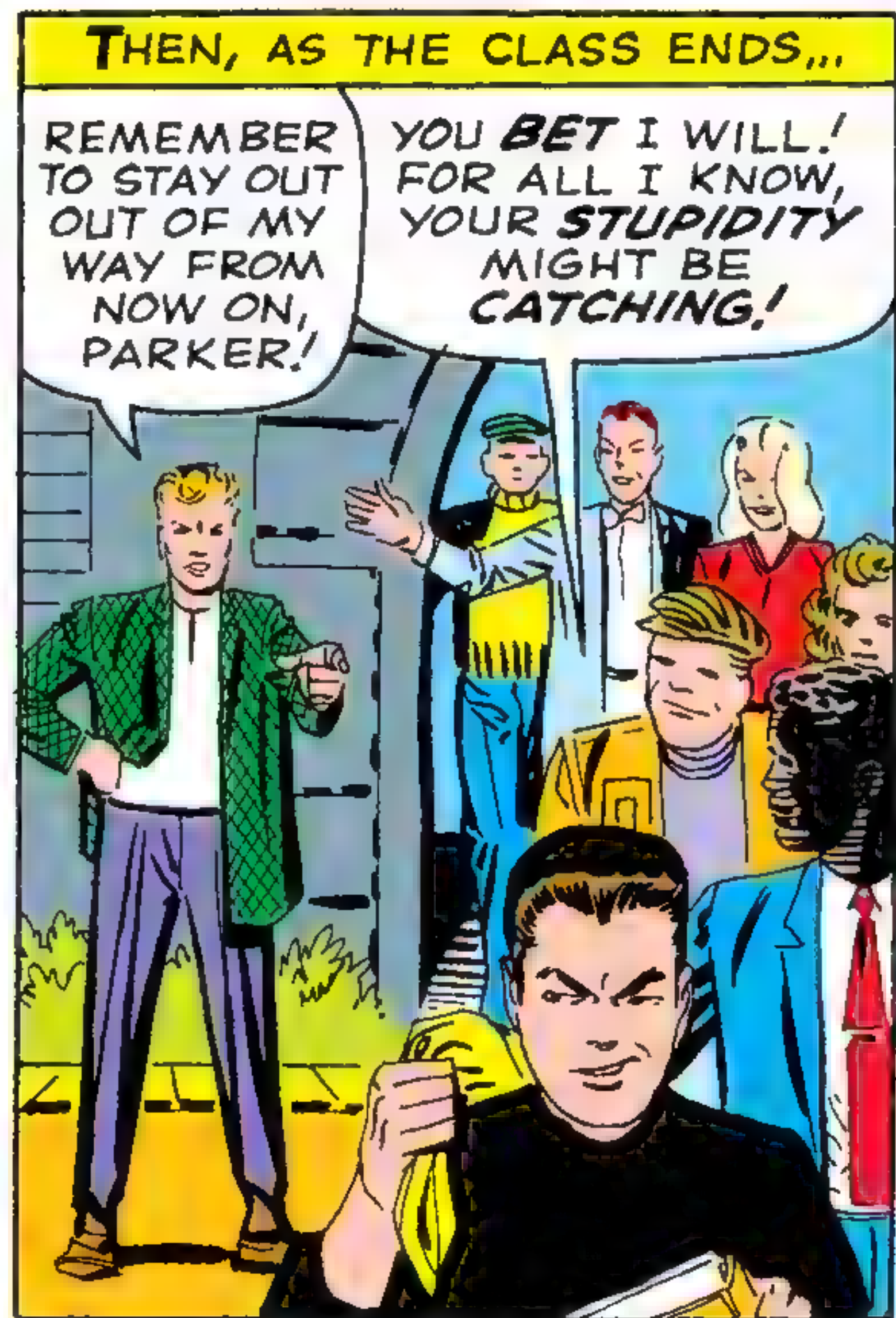
I SAW WHAT HAPPENED, GWEN! PARKER GIVES *ME* A SWIFT PAIN, TOO!

OH, YOU HAVEN'T ANY USE FOR *ANYONE* WHO'S *SMARTER* THAN YOU ARE, HARRY! PETER'S NEVER BOTHERED YOU!



WHAT'S THE *MATTER* WITH ME?? I'M ACTUALLY STARTING TO *DEFEND* HIM!

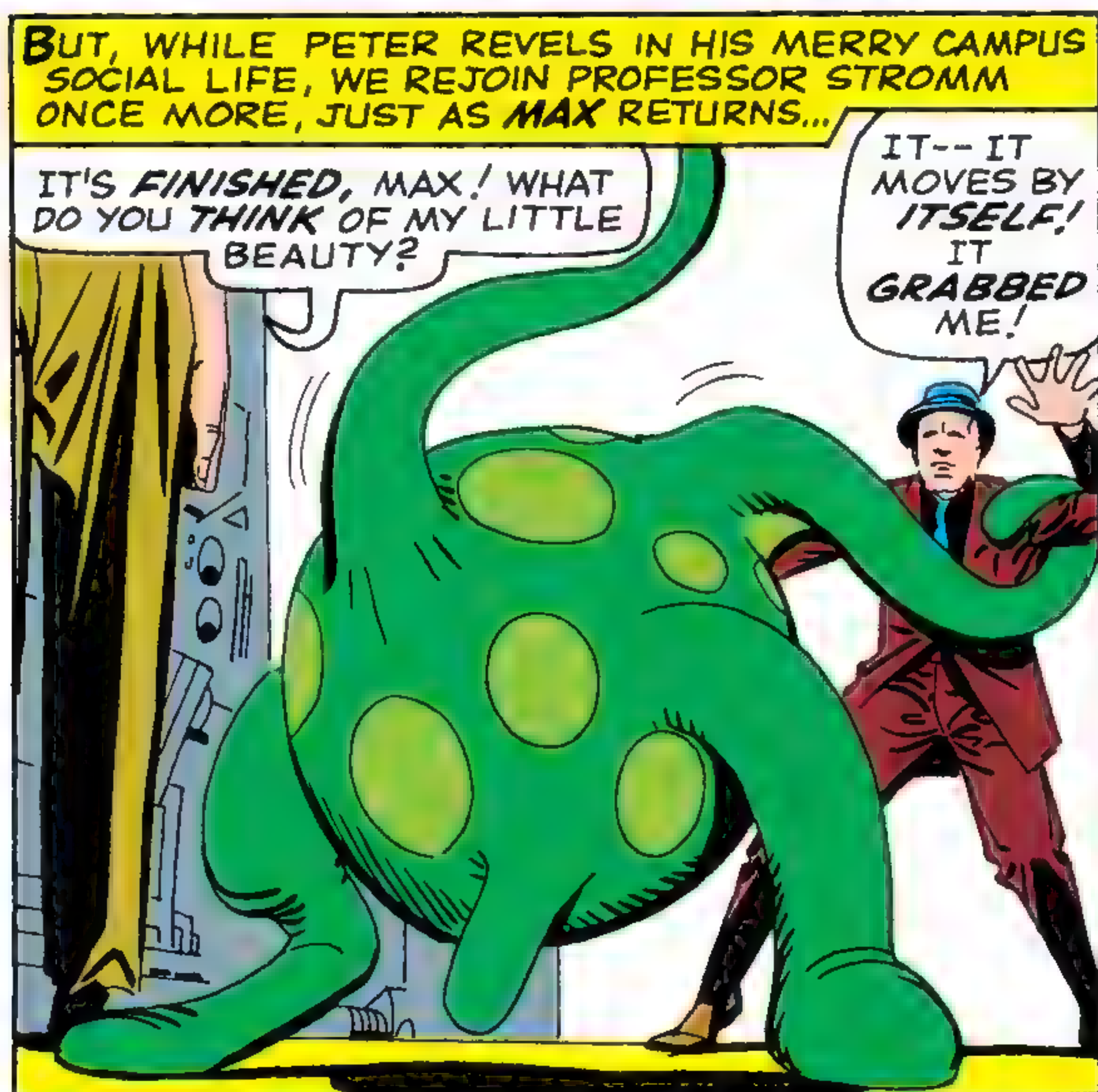
BOY! IF *UNPOPULARITY* EVER BECAME POPULAR, I'D BE *TOP MAN* AROUND HERE!



THEN, AS THE CLASS ENDS...

REMEMBER TO STAY OUT OF MY WAY FROM NOW ON, PARKER!

YOU *BET* I WILL! FOR ALL I KNOW, YOUR *STUPIDITY* MIGHT BE *CATCHING*!



BUT, WHILE PETER REVELS IN HIS MERRY CAMPUS SOCIAL LIFE, WE REJOIN PROFESSOR STROMM ONCE MORE, JUST AS MAX RETURNS...

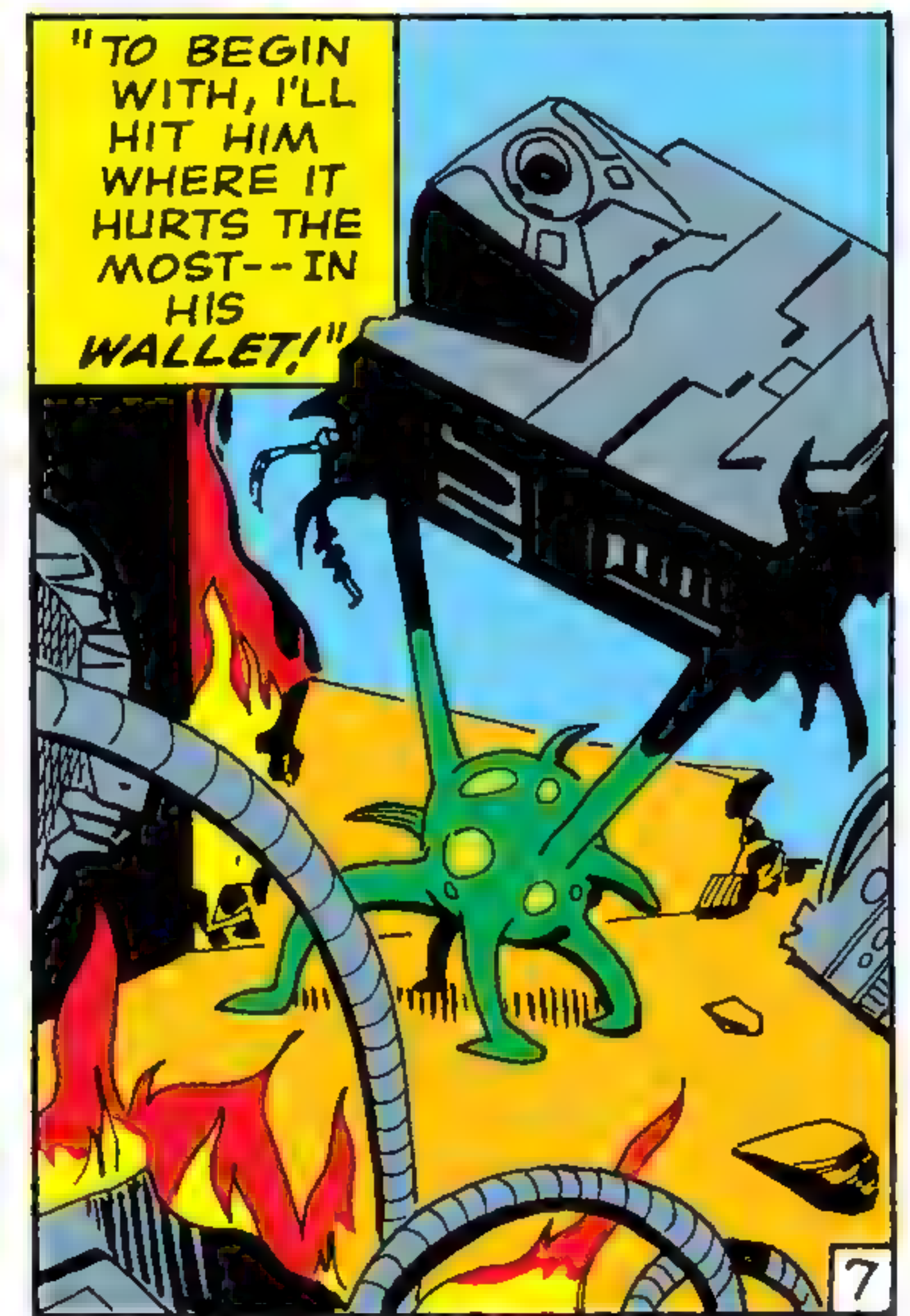
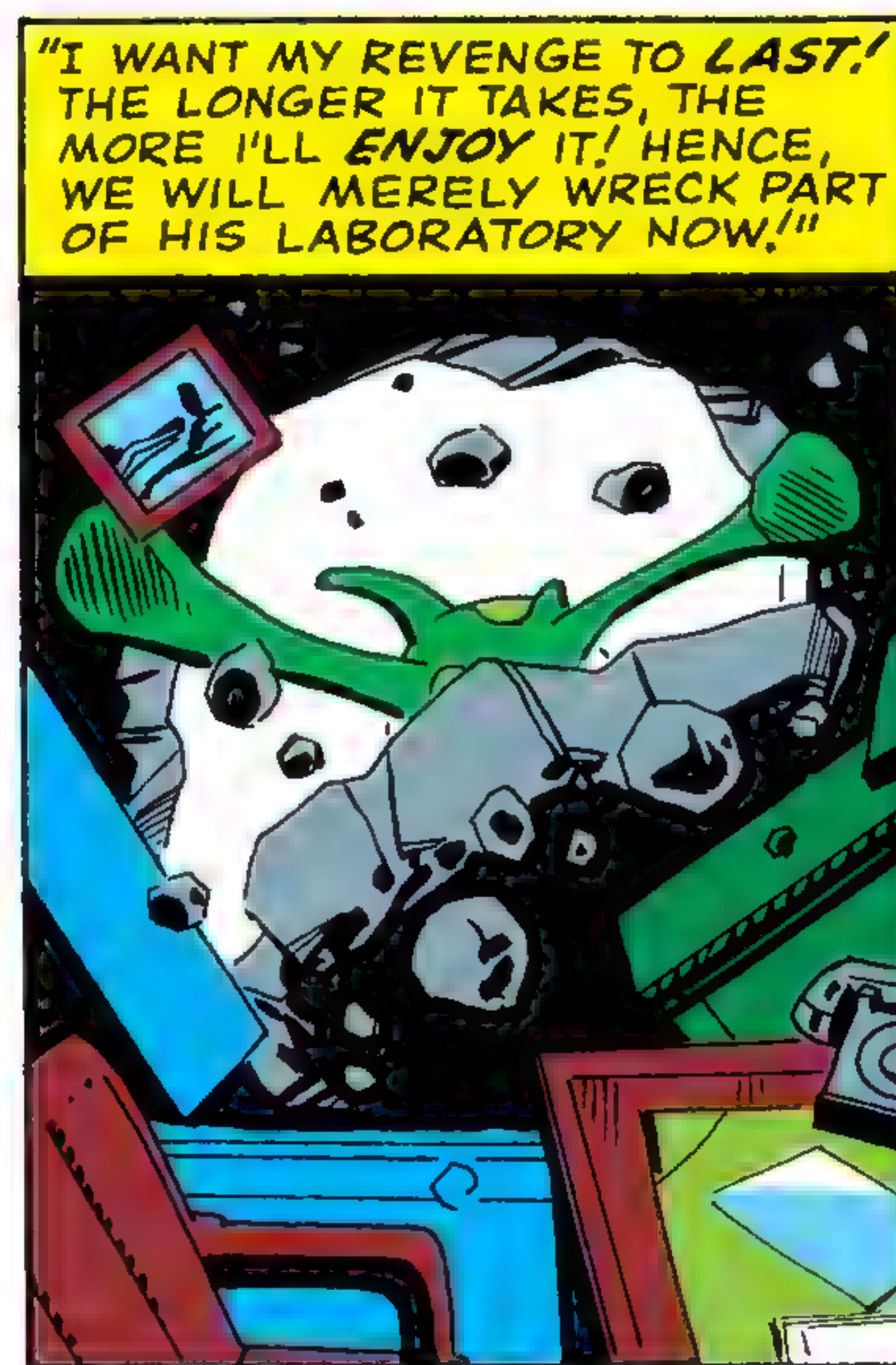
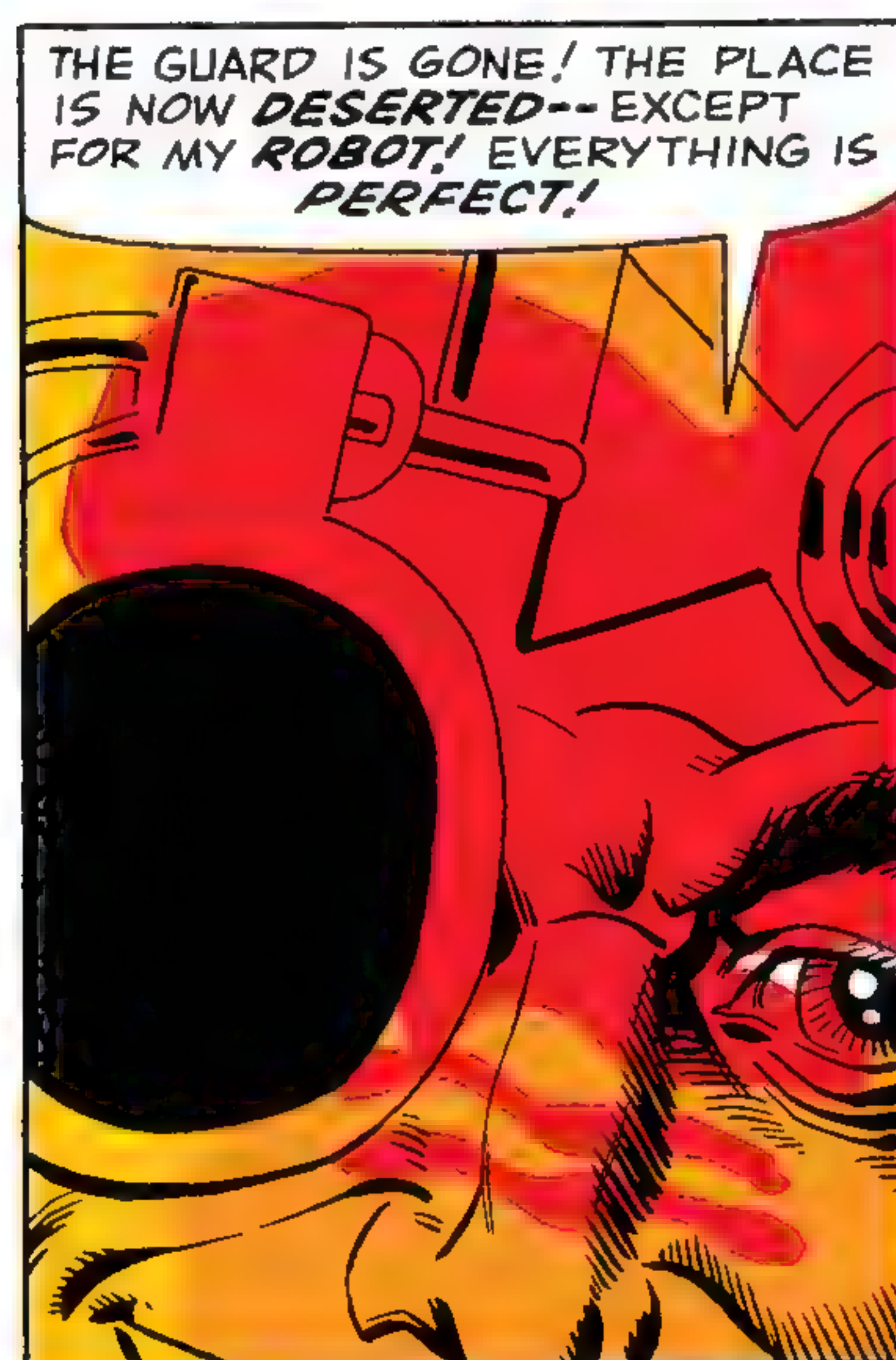
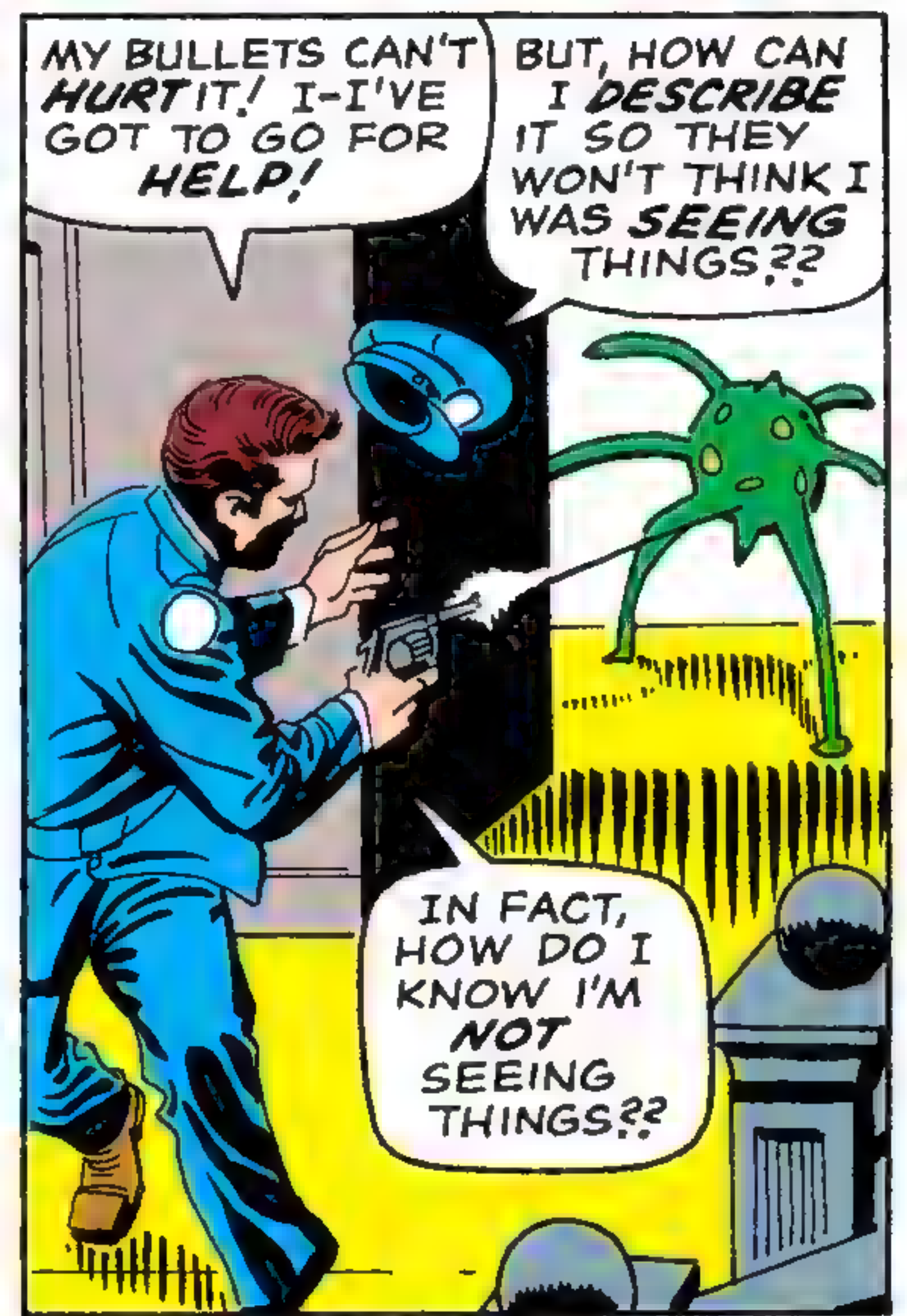
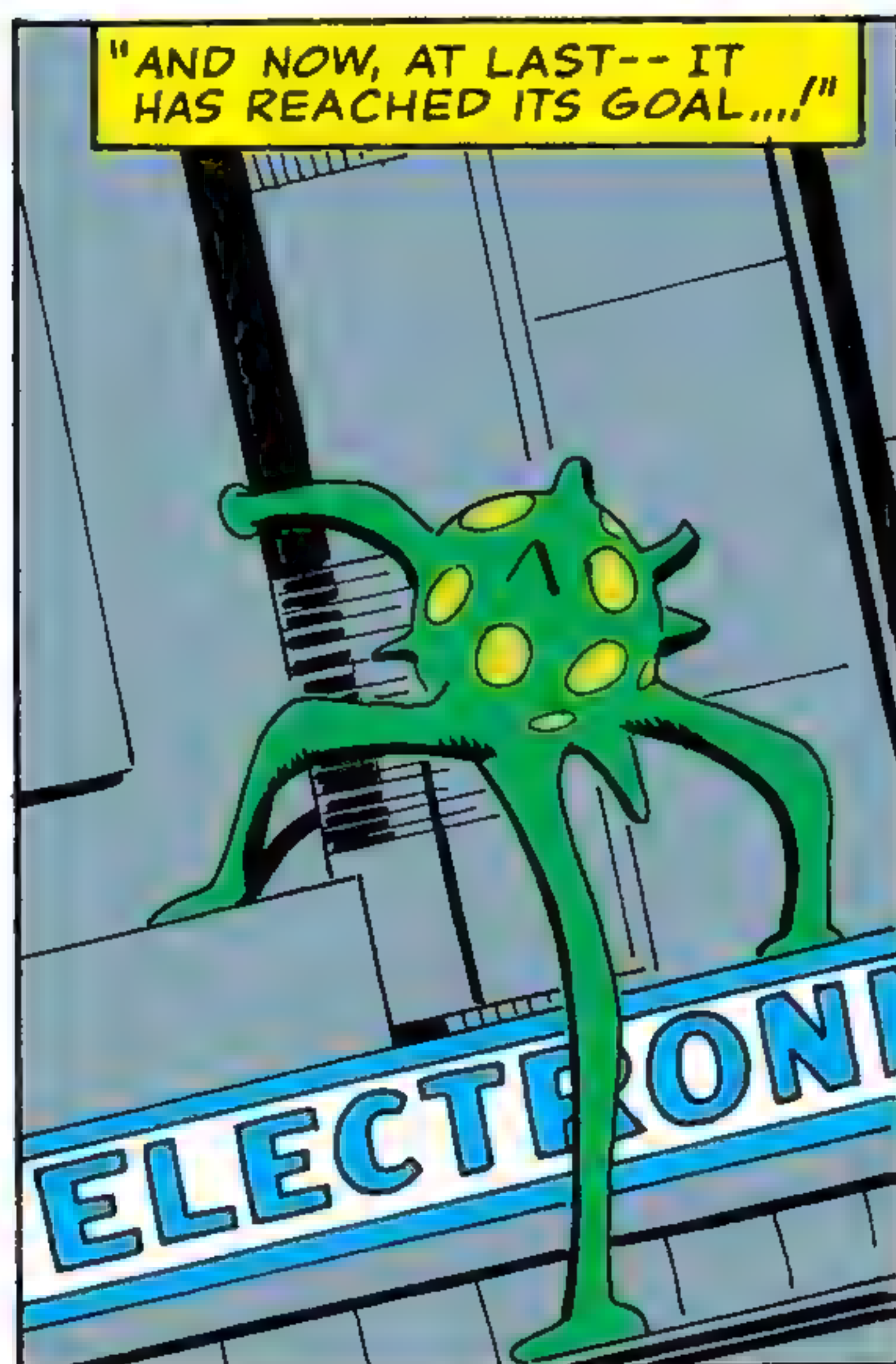
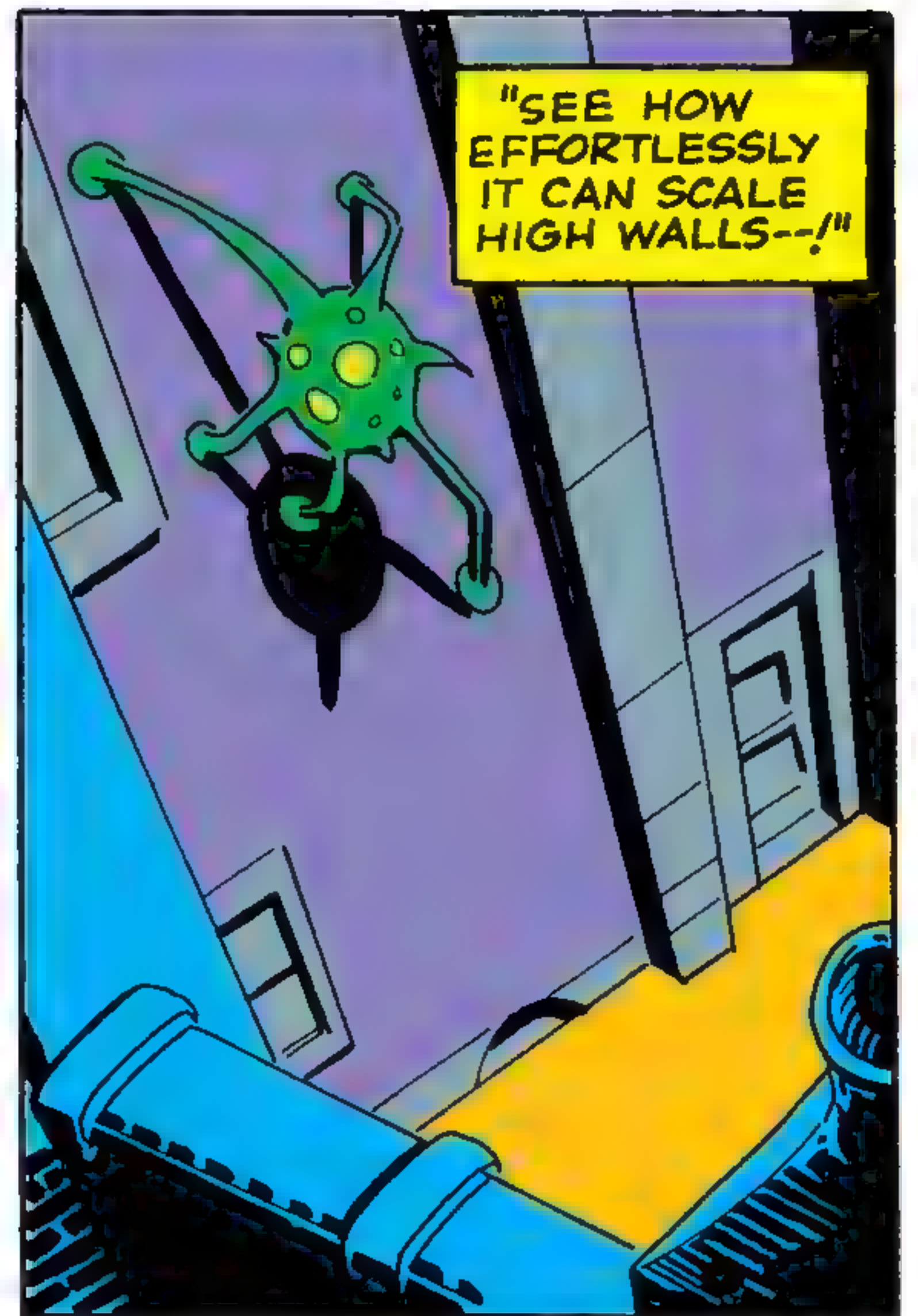
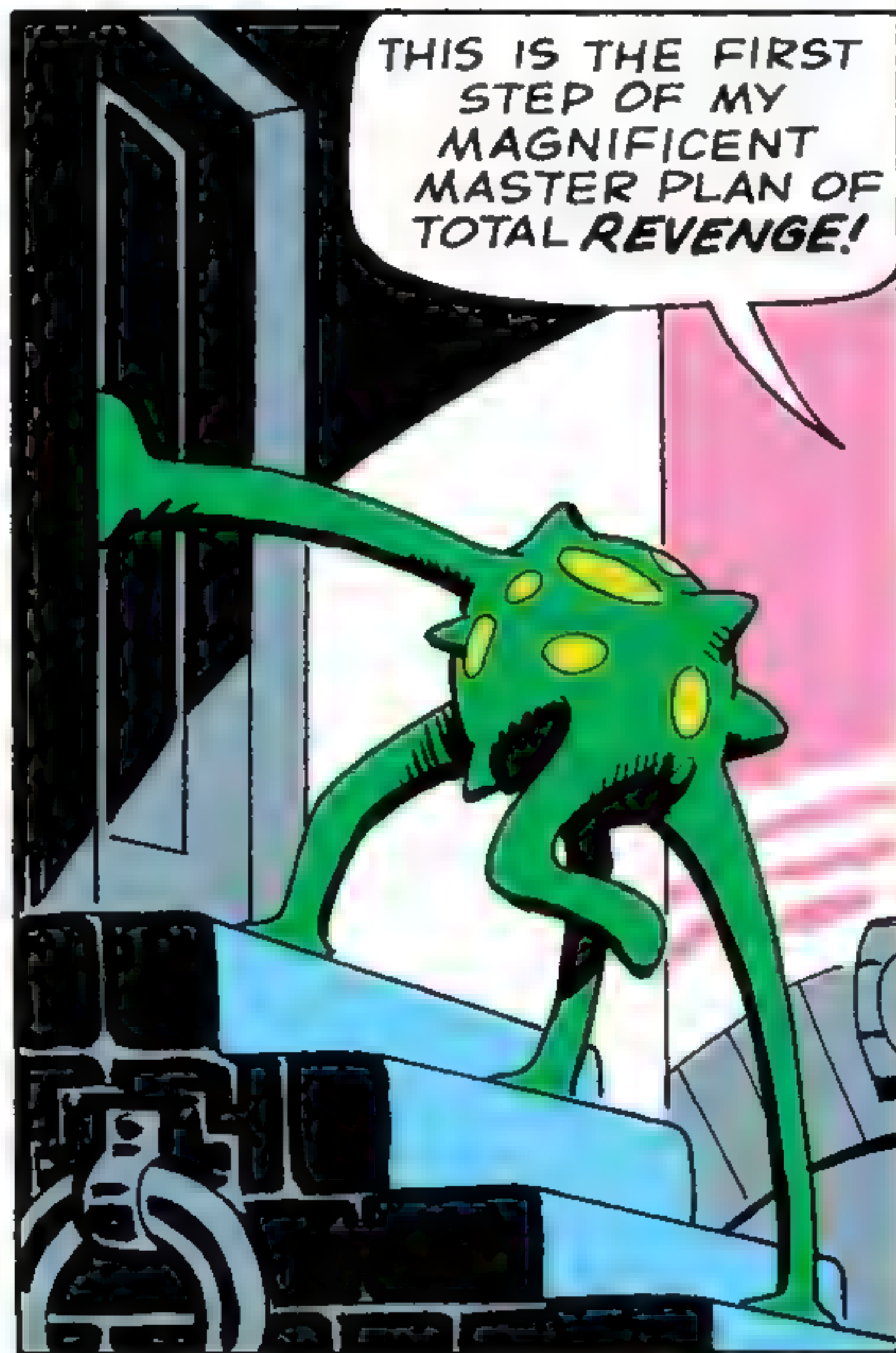
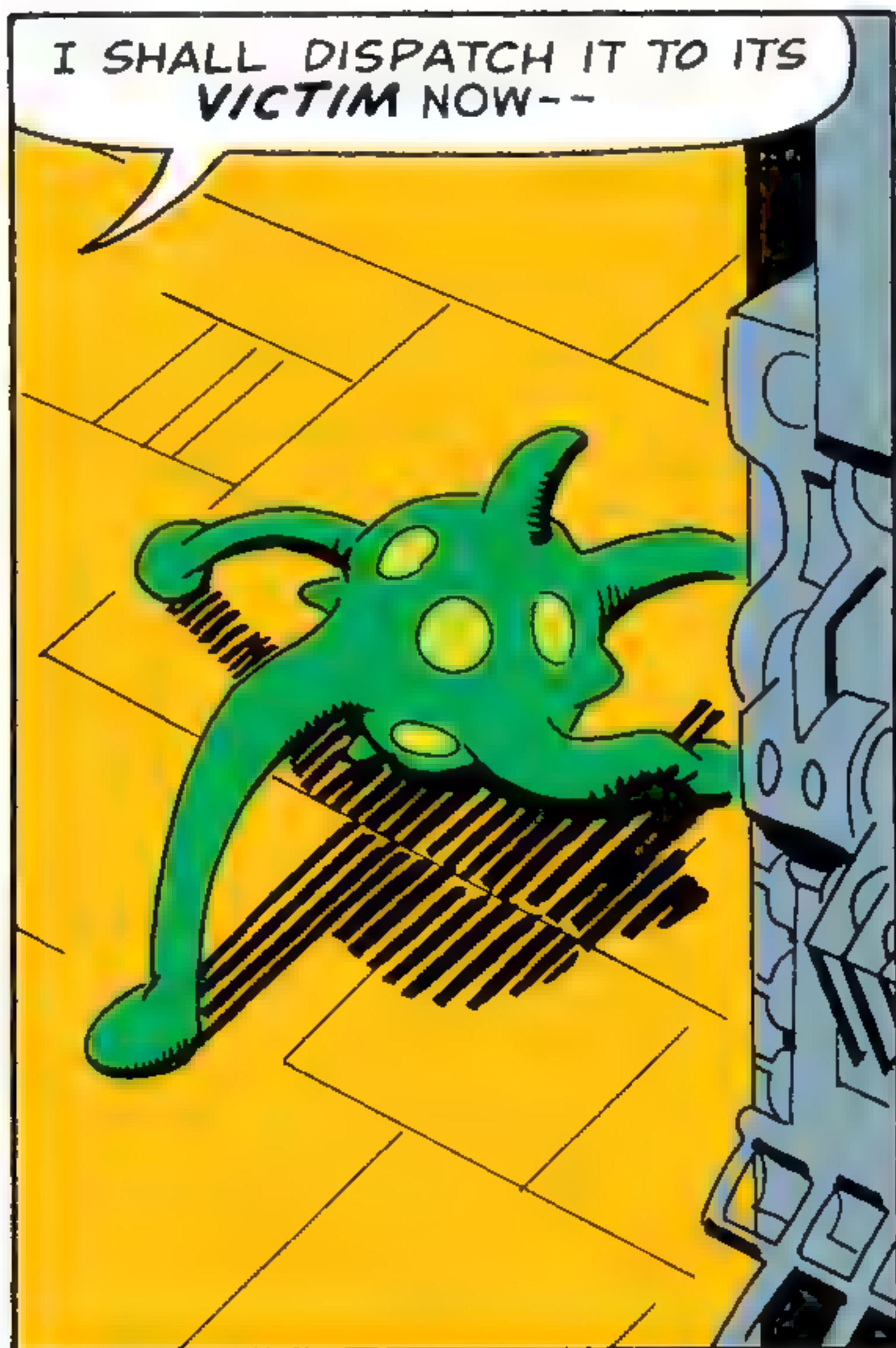
IT'S *FINISHED*, MAX! WHAT DO YOU *THINK* OF MY LITTLE BEAUTY?

IT-- IT MOVES BY *ITSELF*! IT GRABBED ME!



OF *COURSE*! I *WILLED* IT TO! DO NOT WORRY, MAX! I CAN MENTALLY CONTROL ITS EVERY ACTION!

IT HAS PASSED EVERY TEST *PERFECTLY*! AND, BEST OF ALL, I CAN ELECTRONICALLY FOLLOW ITS EVERY MOVE!! *WATCH--!*



MEANWHILE, AN EVER-GROWING CROWD GATHERS OUTSIDE THE NOW-SMOKING ELECTRONICS PLANT...!

STEP BACK, FOLKS! MAKE ROOM FOR THE FIRE TRUCKS!

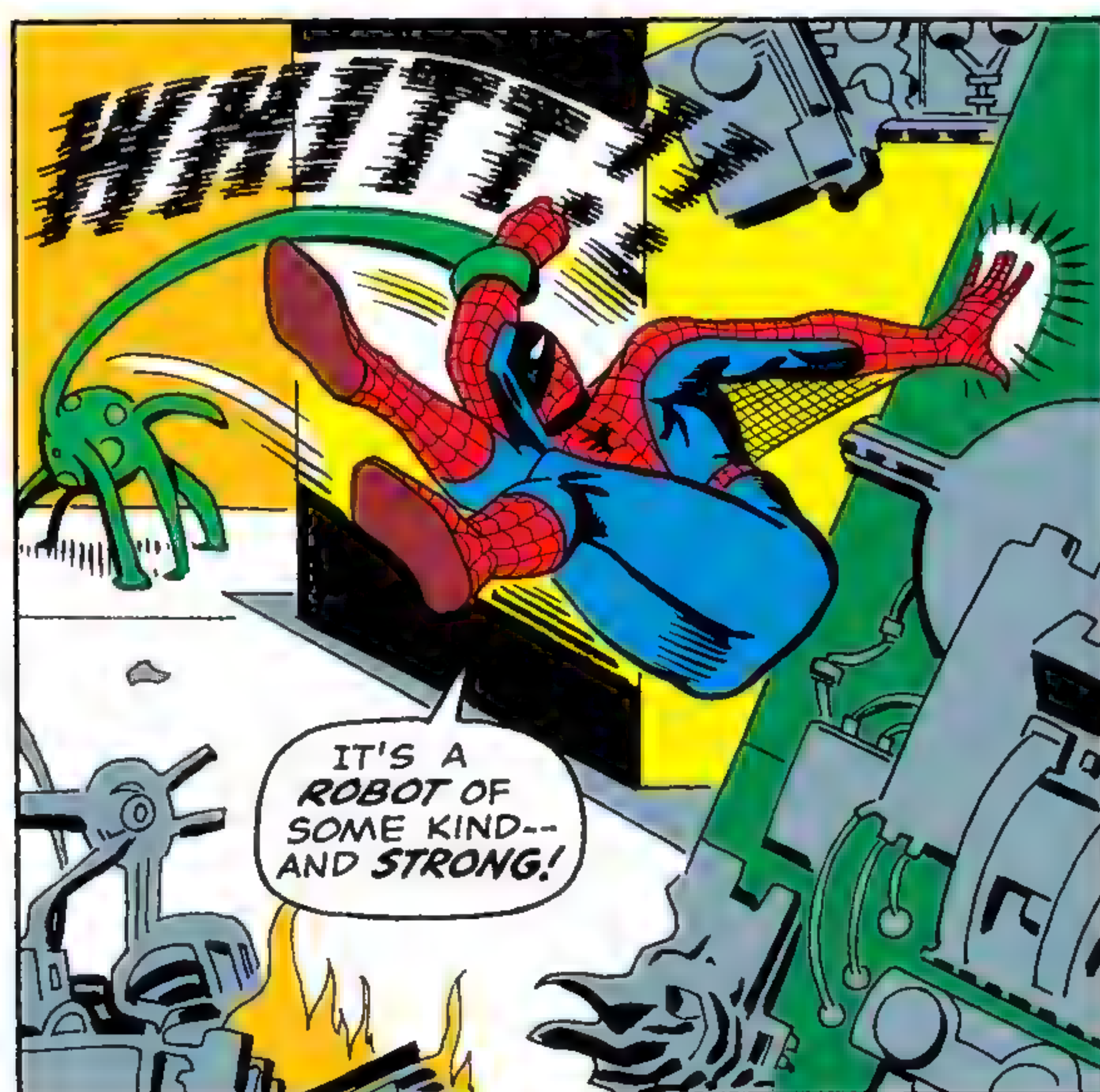
I COULDA SWORN I SAW SOMEONE-- IN THE AIR, ABOVE ME!

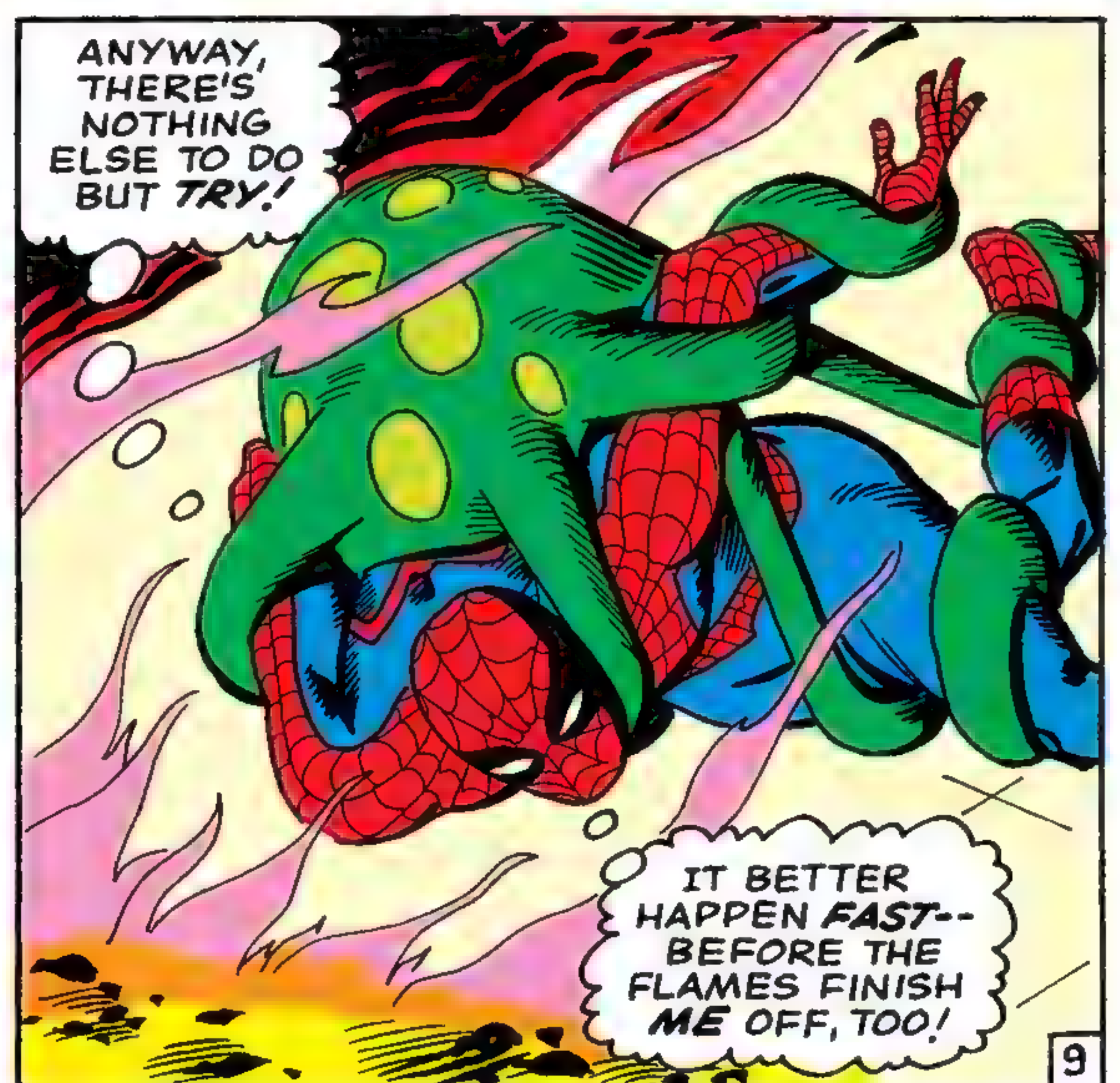
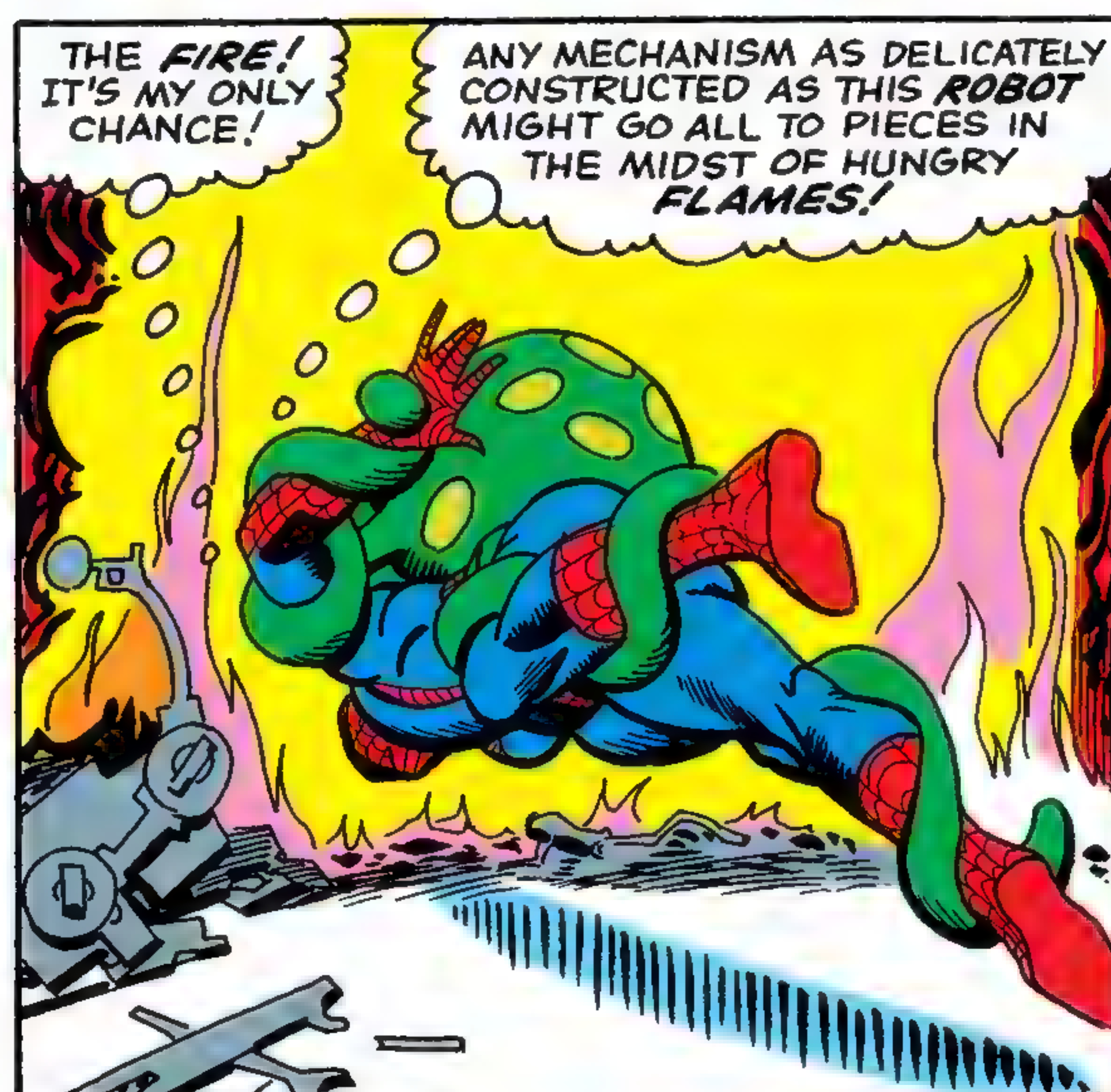
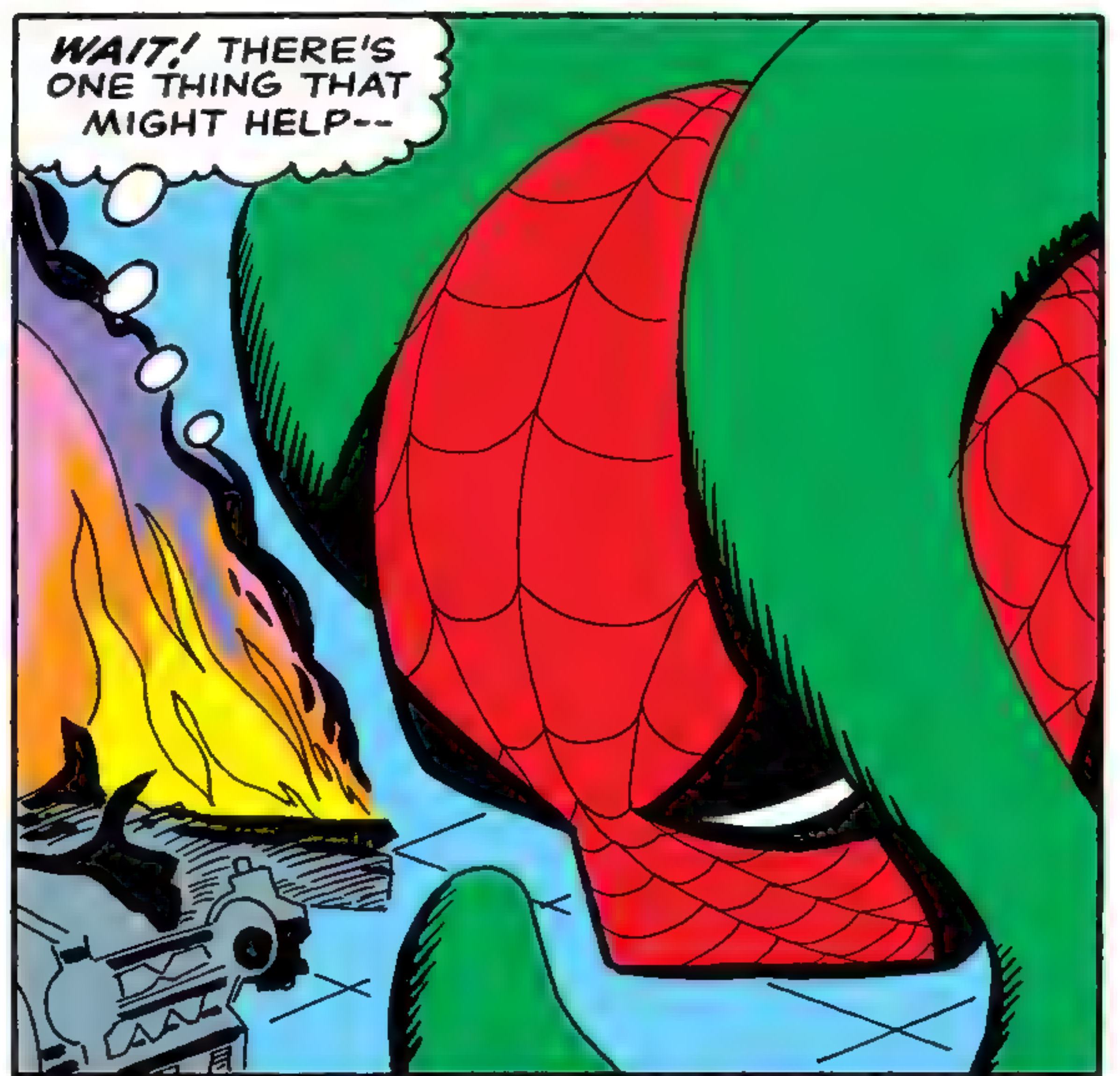
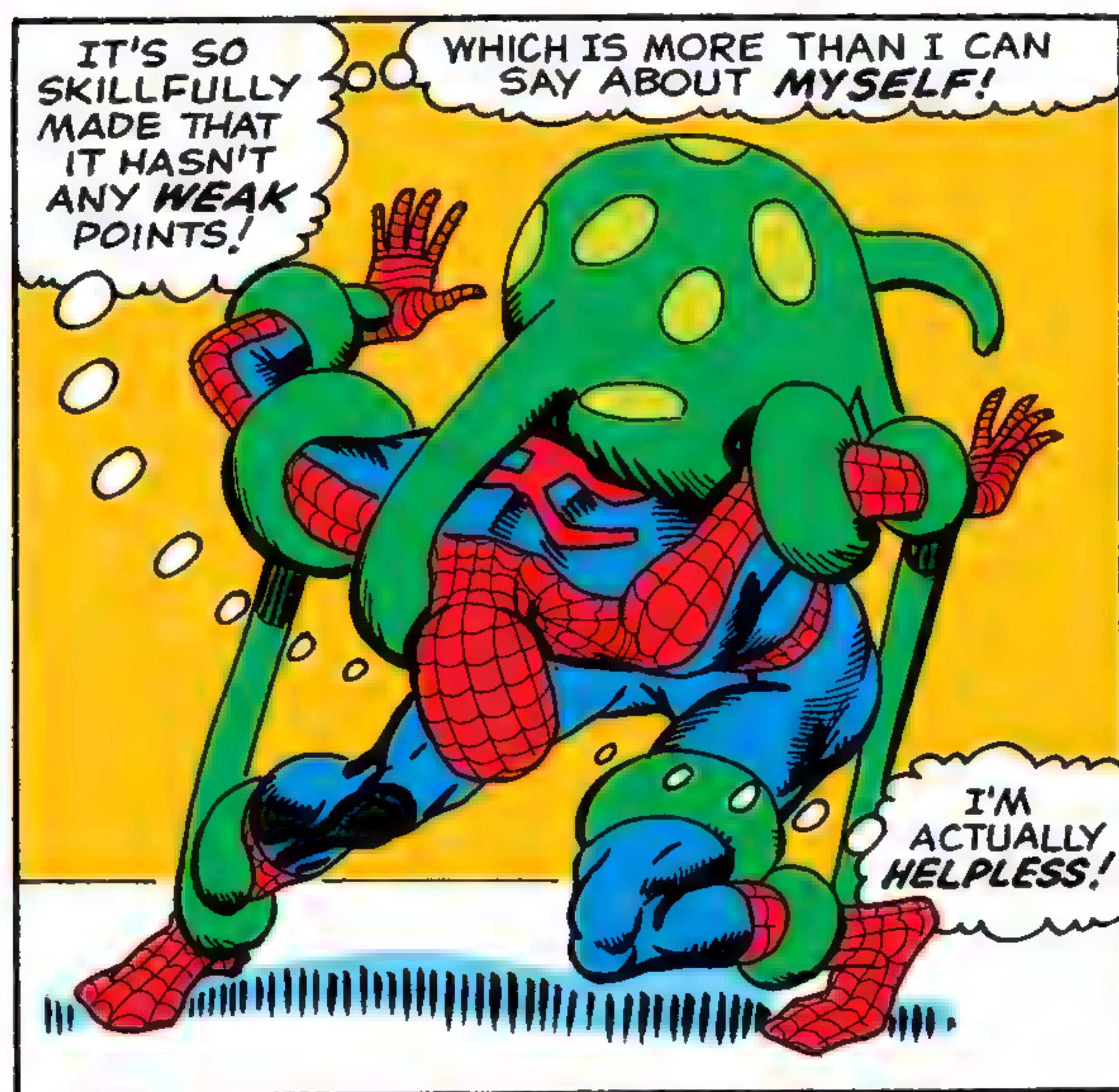
BUT, WITH ALL THIS SMOKE, I MUST HAVE IMAGINED IT!

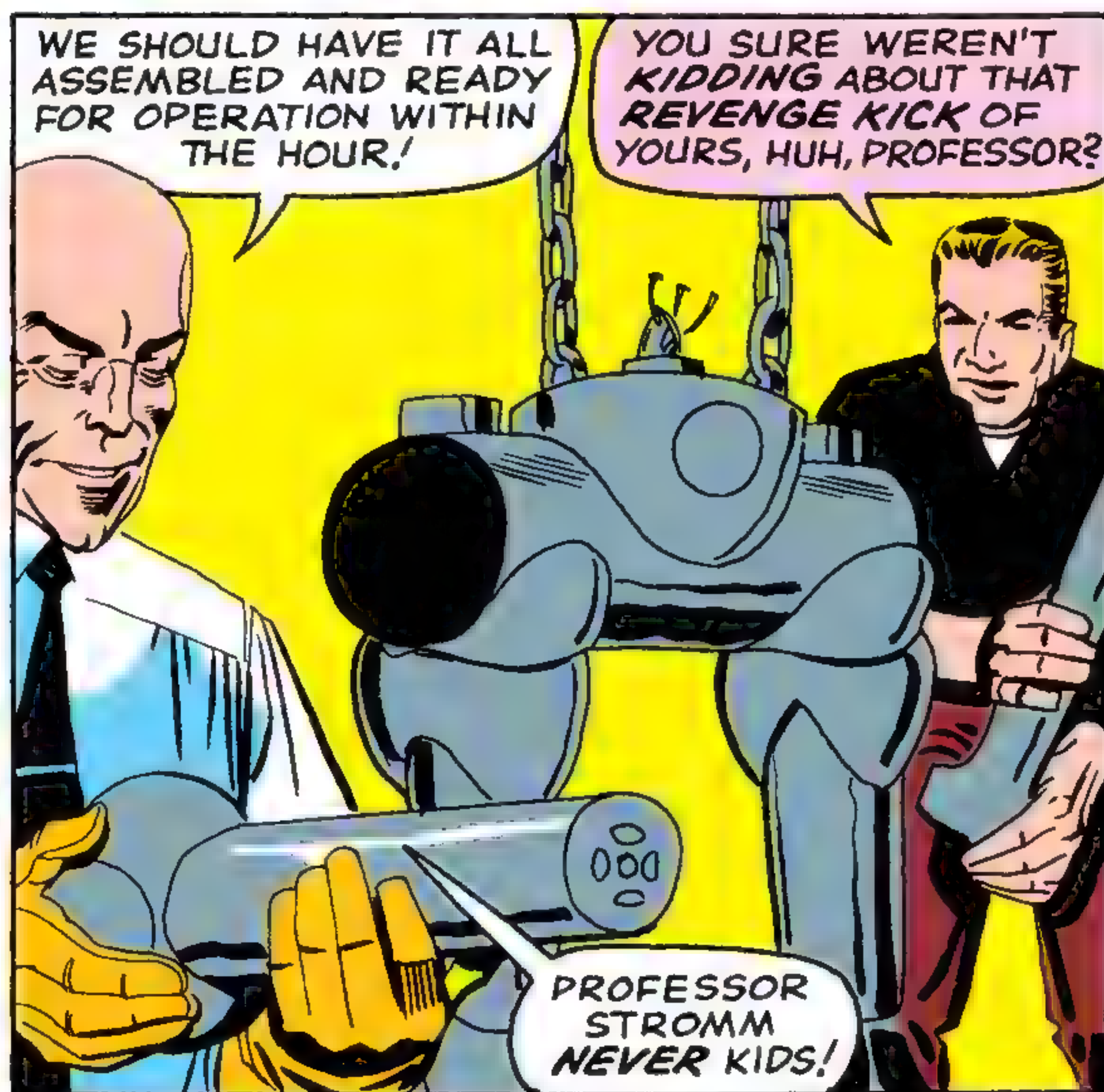
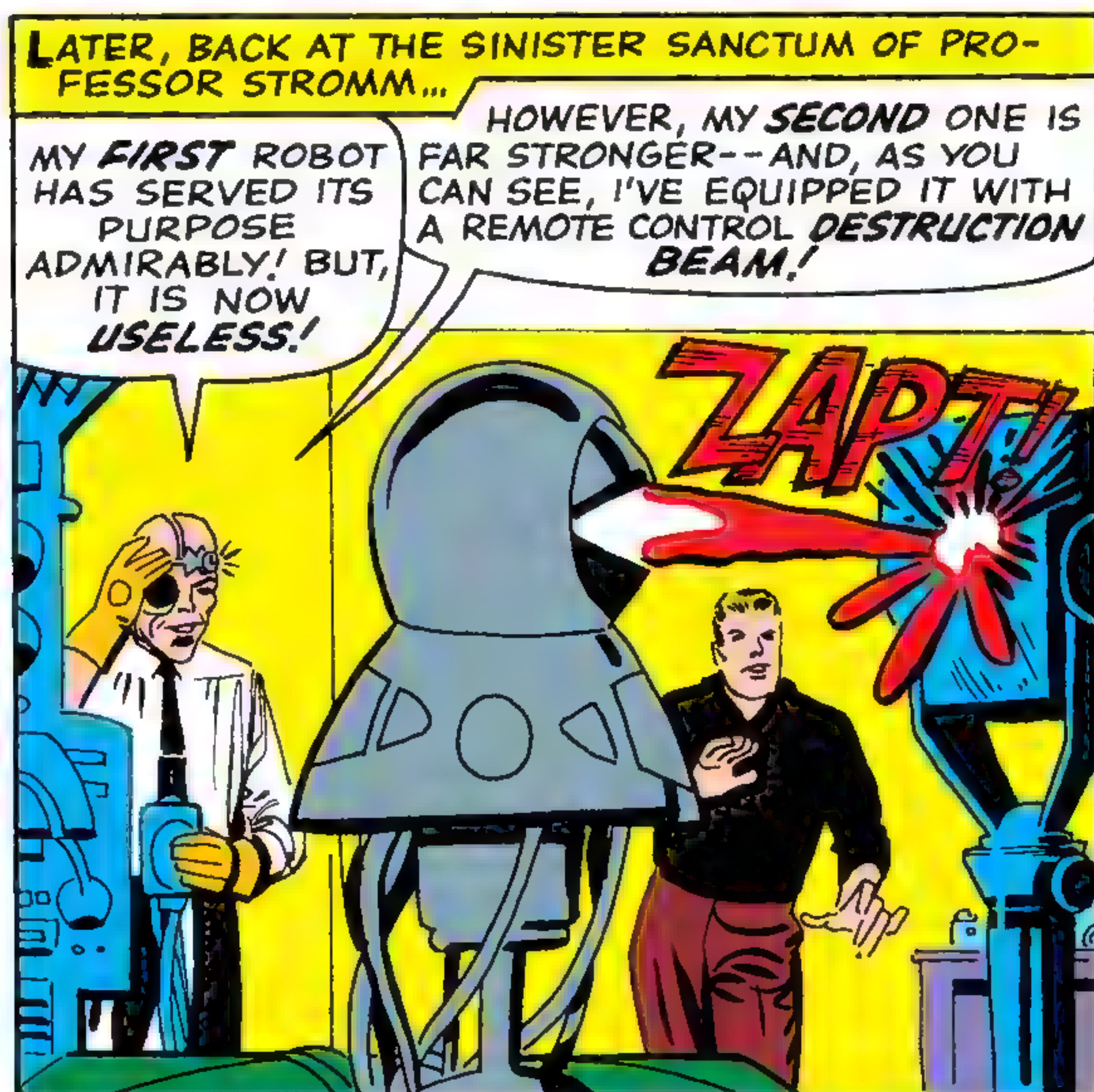
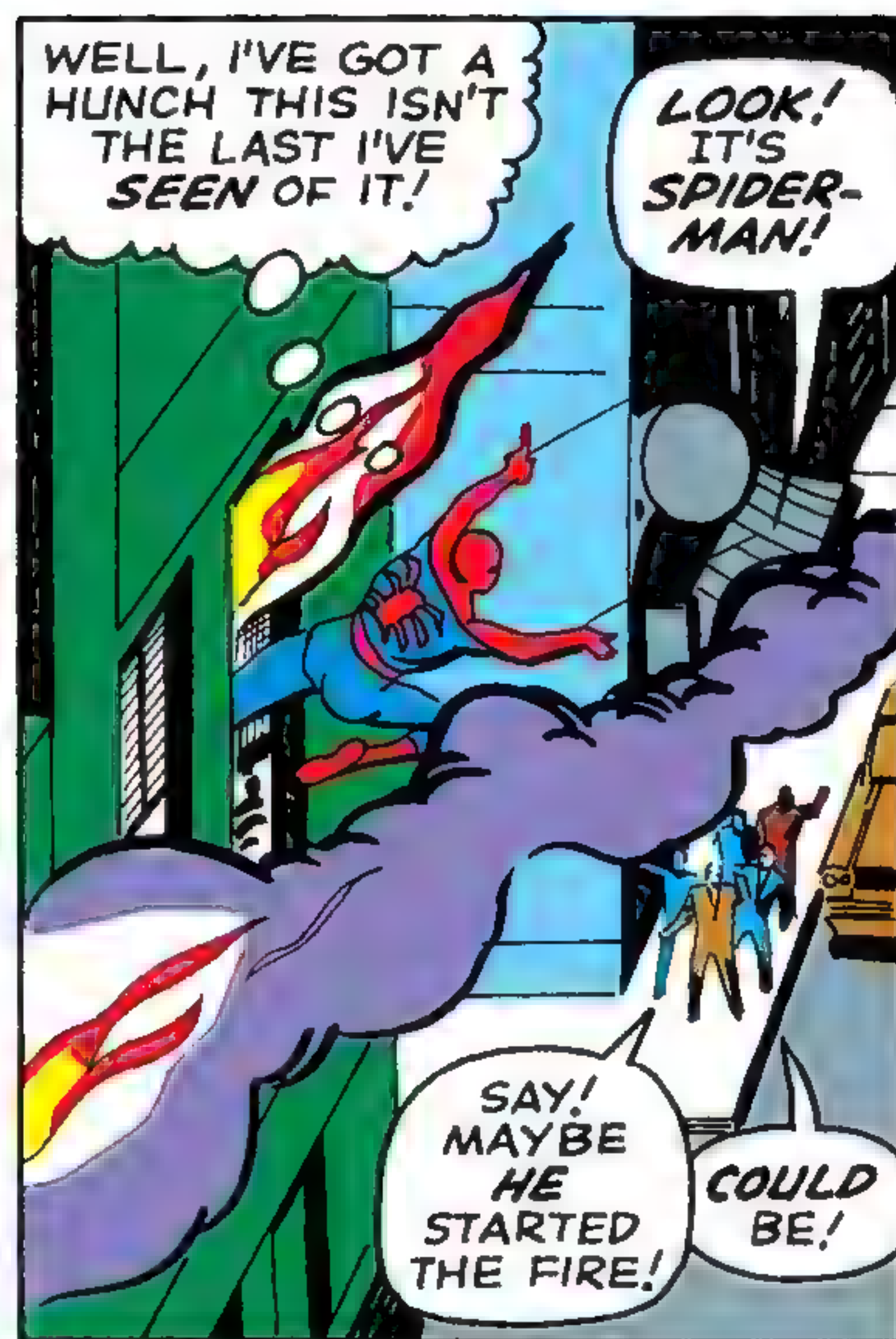
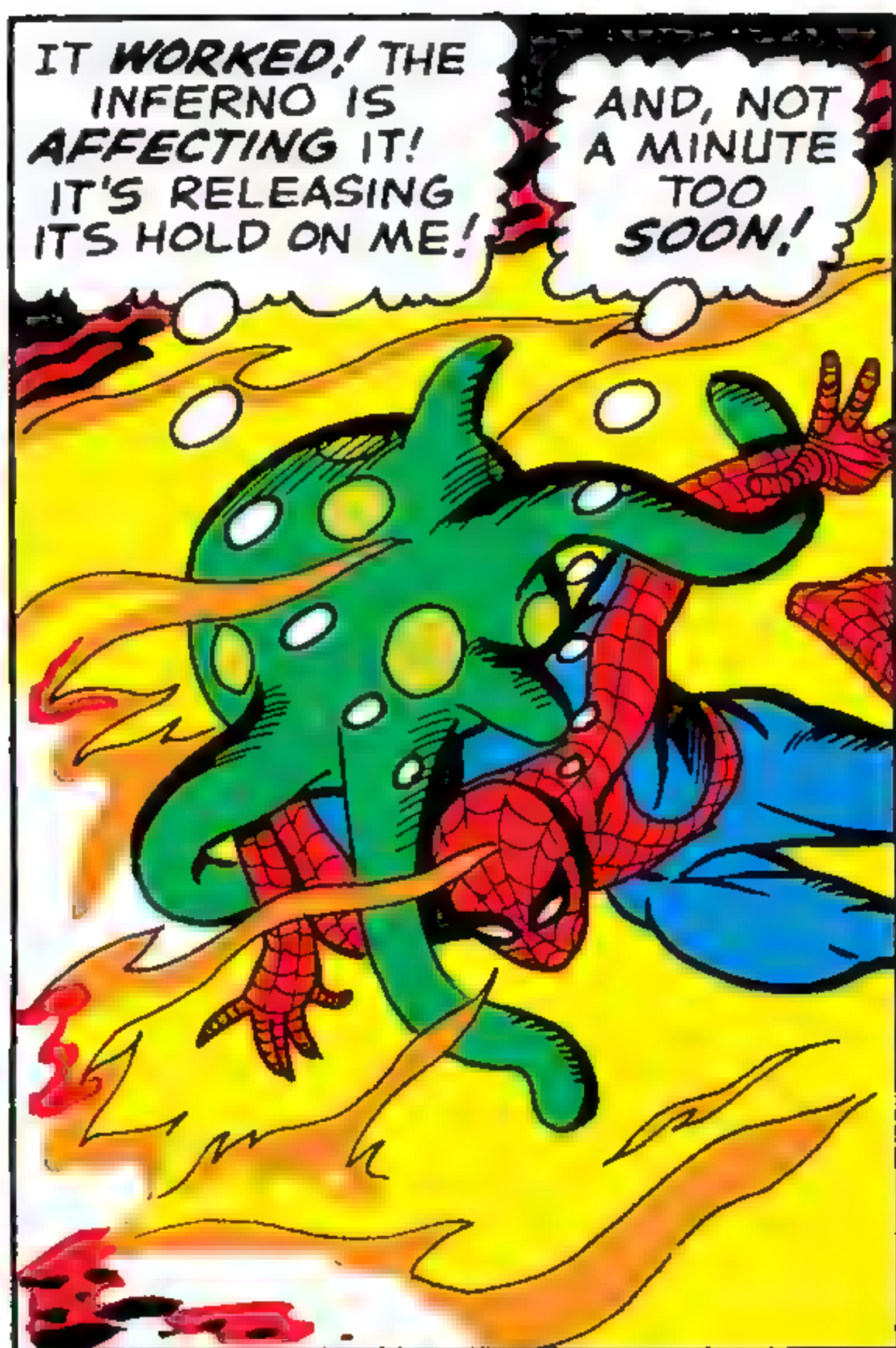
IMAGINED IT?? NOT QUITE...!

I THOUGHT I SMELLED SMOKE FROM AROUND THE CORNER!

IF ANYONE'S TRAPPED INSIDE, I MAY BE ABLE TO HELP--!







AT THAT MOMENT, HIS NOSE FOR NEWS TWITCHING UP A STORM, JOLLY JONAH JAMESON ENTERS OUR SCENE...

I WAS AT OUR CLUB WHEN I HEARD THE NEWS!

DON'T WORRY, NORMAN-- SPIDER-MAN WON'T GET AWAY WITH THIS!

WE'RE NOT SURE HE'S THE ONE, JONAH!

I'M SURE--AND J. JONAH JAMESON IS NEVER WRONG ABOUT SUCH THINGS!

I SUPPOSE YOUR INSURANCE WILL COVER THE DAMAGE, EH?

YES, BUT IT LOOKS BAD! IF THE ATTACKS CONTINUE, THEY WON'T RENEW MY INSURANCE!

WE'VE GOT TO DO SOMETHING!

THAT'S A SMART BOY YOU'VE GOT, NORMAN! I LIKE THE WAY HE SUMS UP A SITUATION! HE'LL GO FAR!

HE SHOULD! HE SHOULD!

WELL, IF THERE'S ANYTHING I CAN DO FOR A FELLOW CLUB MEMBER--?

I'LL CALL YOU IF I NEED YOU, JONAH!

MEANWHILE, BLITHELY SWINGING OVER THE SOMNAMBULANT CITY, WE FIND...

THE CHARACTER FOSWELL REFERRED TO MIGHT BE RESPONSIBLE FOR THAT NUTTY ROBOT!

I'D BETTER KEEP TABS ON OL' FOSSY!

AND, SPEAKING OF THE ELUSIVE MR. FOSWELL...

I'LL BE ABLE TO PICK UP MORE INFORMATION IN MY IDENTITY AS PATCH, THE UNDERWORLD STOOLIE!

I'VE GOT TO LEARN WHERE PROFESSOR STROMM IS HIDING OUT!

THEN, NO SOONER HAS PATCH DEPARTED, WHEN AN UNINVITED CALLER ARRIVES...

JUST MY LUCK! HE CHANGED CLOTHES!

I WONDER IF HE KNEW I HAD MY SPIDER TRACER HIDDEN ON HIS HAT?

WELL, MAYBE I CAN STILL SPOT HIM SOMEHOW!

A SHORT TIME LATER, IN ONE OF THE SEEDIER SECTIONS OF TOWN...

WHAT'S DOIN, CHARLIE? HEARD ANYTHING NEW LATELY?

NO! AND EVEN IF I DID, I WOULDN'T SPILL IT TO A PUNK LIKE YOU!

I KNOW YOU WOULDN'T! BUT THERE ARE OTHERS HERE WHO WILL--FOR A PRICE!

WHILE, JUST OUTSIDE THE SMOKY SALOON...

NOTHING SO FAR! ALL I'M GETTING IS HEARTBURN FROM HANGING UPSIDE-DOWN SO LONG!

WHOOPS! LOOK WHO'S THERE!

IT'S THAT STOOLIE --PATCH! MIGHT AS WELL TAIL AFTER HIM TILL I CAN GET A LEAD ON FOSWELL!

I KNEW I'D LEARN SOMETHING! BUT FIRST I'LL CHECK IT OUT BEFORE I CALL THE COPS!

AND, AS PATCH THOUGHTFULLY WALKS IN THE DIRECTION OF PROFESSOR STROMM'S LABORATORY, WE PROVE OUR CLEVERNESS BY BEATING HIM TO IT--

EVERYTHING IS **READY** NOW, MAX!

RELEASE THE ROBOT--AND STAND ASIDE! I'VE GOT TO **TEST IT!**

THIS ONE WILL BE TWICE AS DANGEROUS AS YOUR FIRST ROBOT --IF IT WORKS!

OF COURSE IT WILL WORK! NOW, LET GO!

ZAP!

PERFECT! ITS RESPONSE IS SWIFT--AND DEADLY!

WHILE, OUTSIDE THE LAB...

ONE THING'S FOR SURE-- PATCH ISN'T MERELY SIGHT-SEEING! HE'S **AFTER** SOMETHING HERE! BUT--WHAT?

IT COST ME **PLENTY**, BUT I LEARNED THAT **STROMM** IS HOLED UP SOMEWHERE IN THIS AREA....!

YOU! STAY WHERE YOU ARE! DON'T TURN AROUND! DON'T EVEN **MOVE!**

I FOUND HIM!

A BUILT-IN DOOR-- HIDDEN IN THE WALL! VERRRRRY INTERESTING!

THIS IS LIKE WATCHING "**THE MAN FROM UNCLE**"-- ON A LIFE-SIZE TV SCREEN!

NO SWEAT, PROFESSOR! JUST SOME BUM SNOOPING AROUND! IT'S ALL CLEAR NOW!

YOU WANT ME TO BRING 'IM IN? OKAY!

AWW, NO! AM I GONNA HAVE TO TANGLE WITH ANOTHER **ROBOT??**

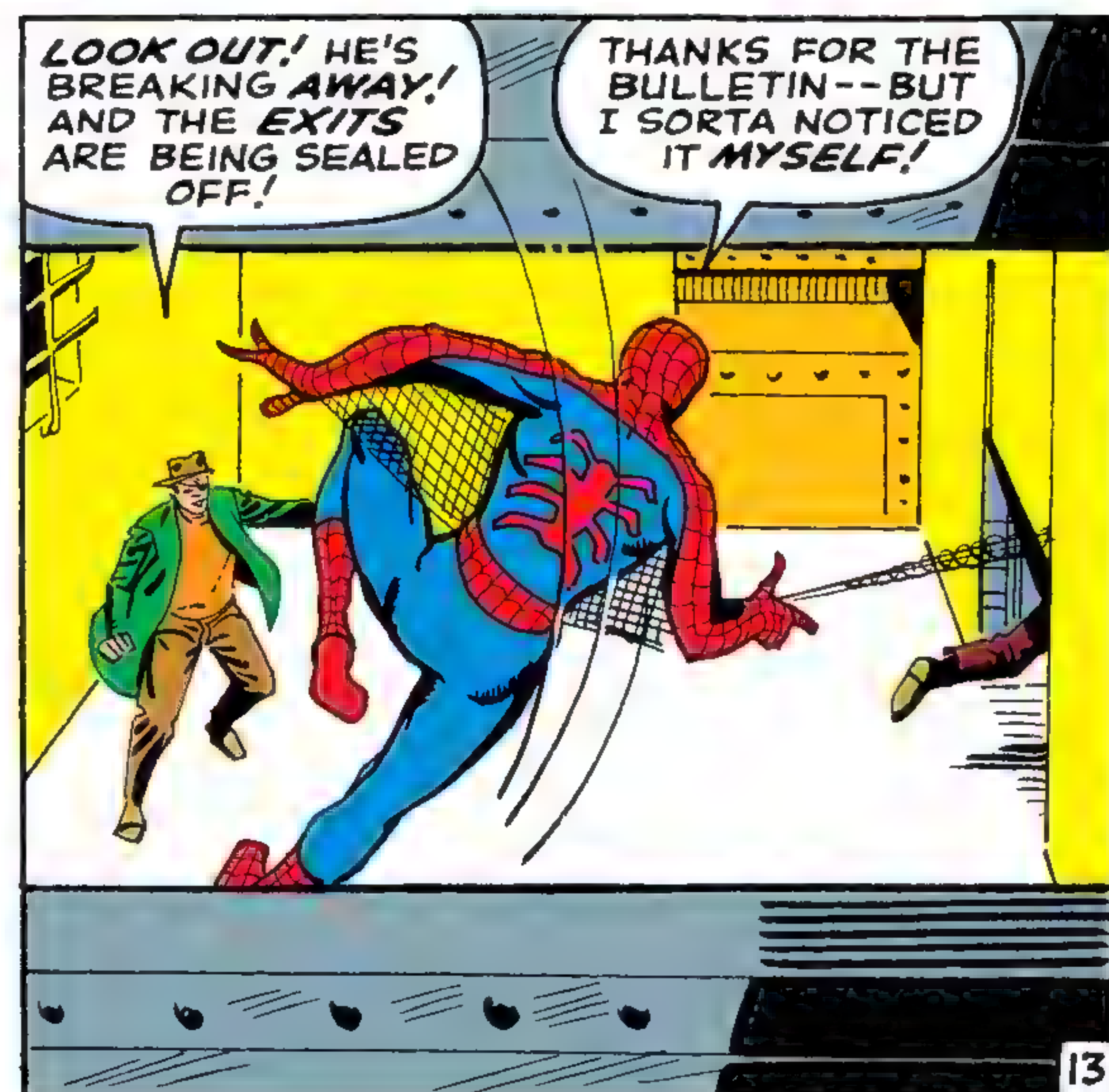
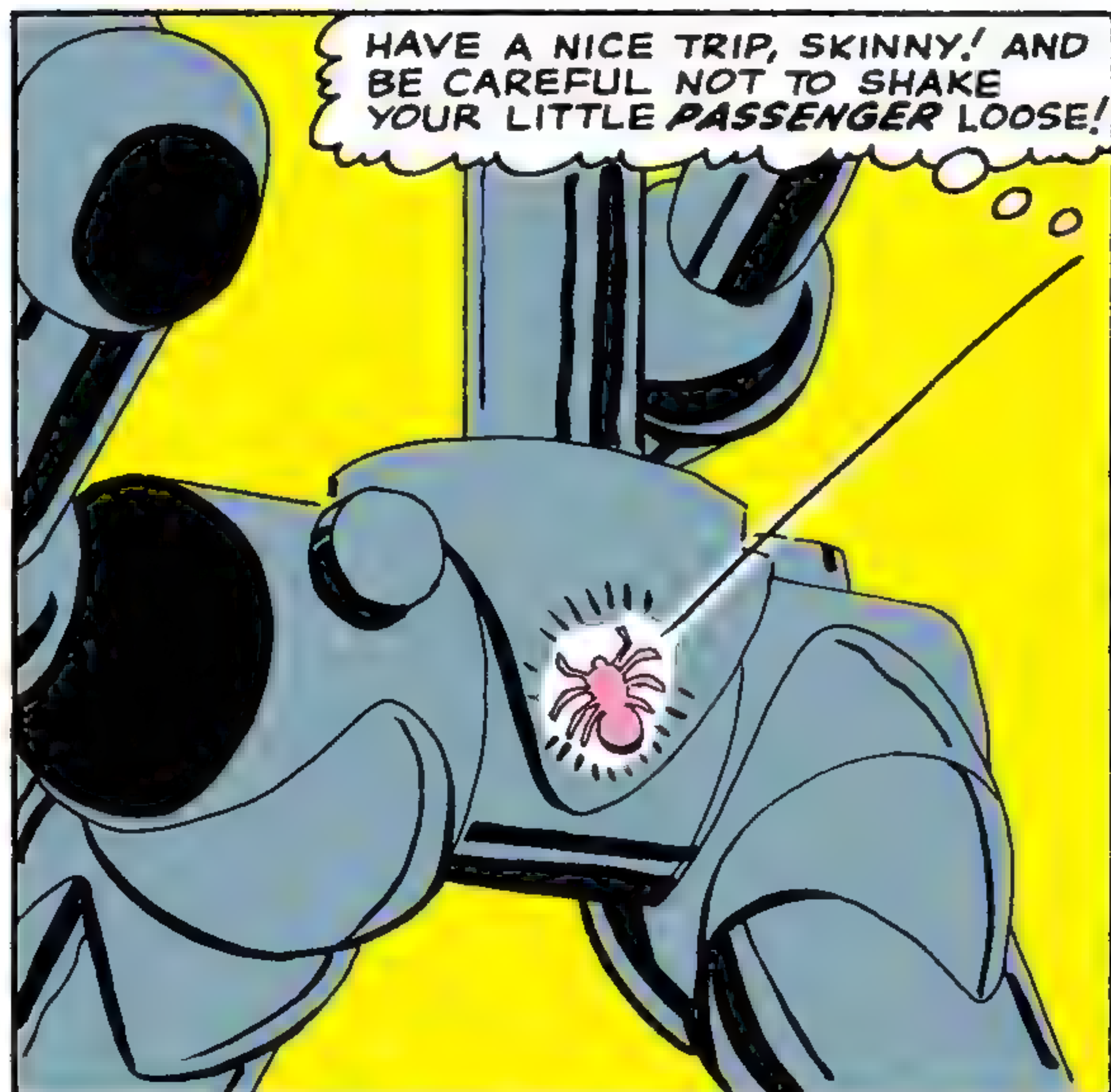
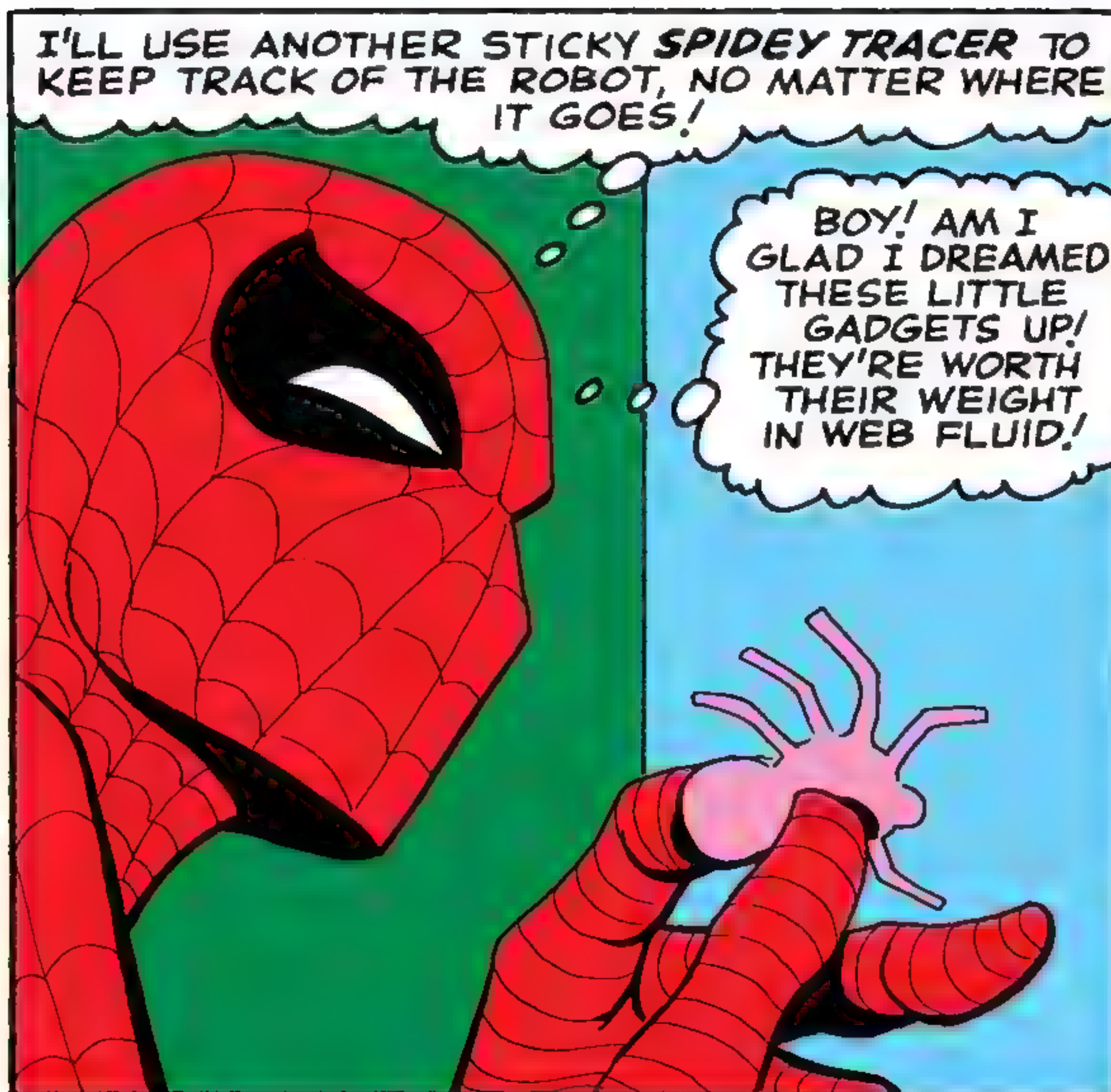
ALL RIGHT, YOU-- THRU THAT DOOR! START MOVING!

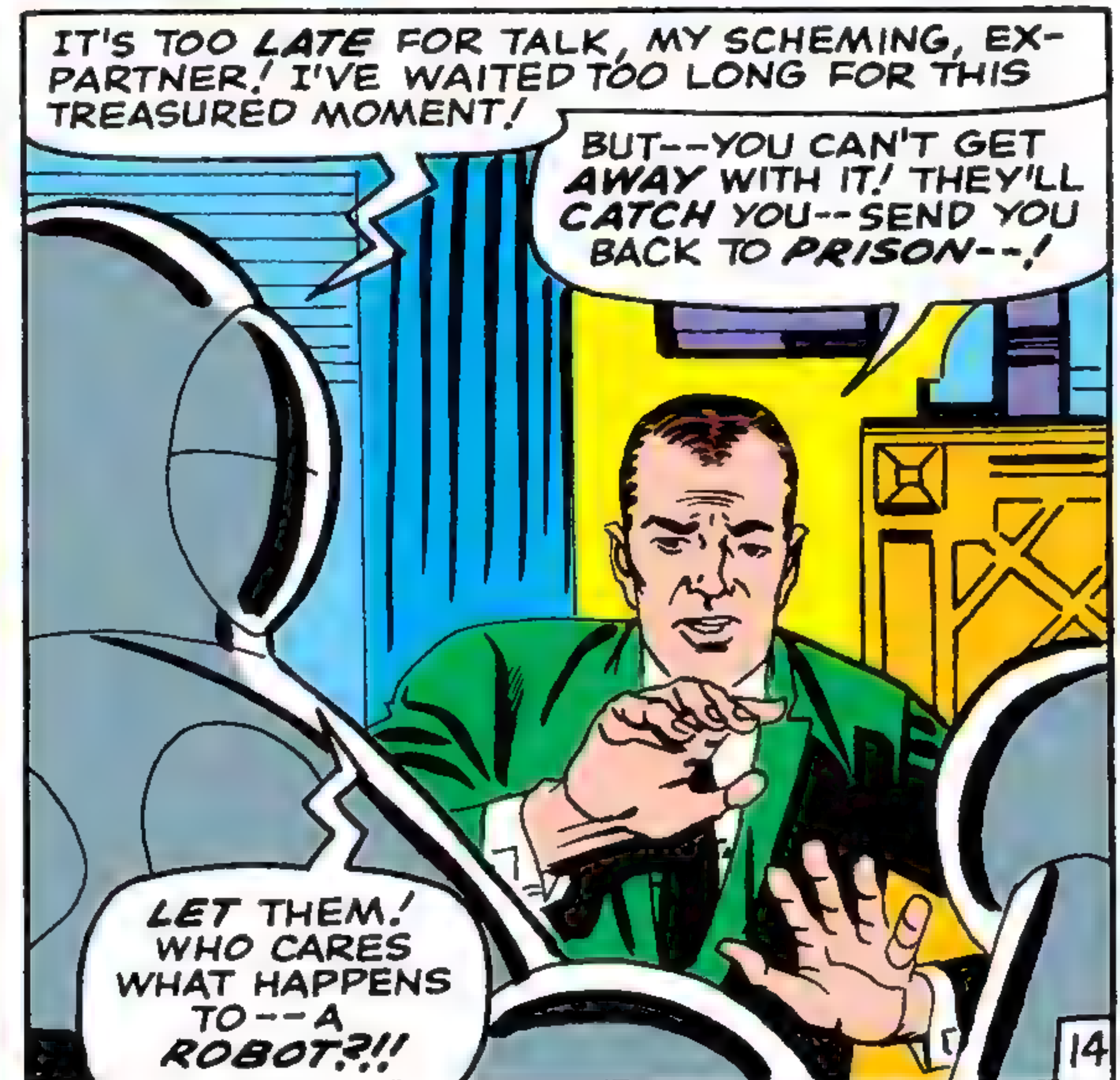
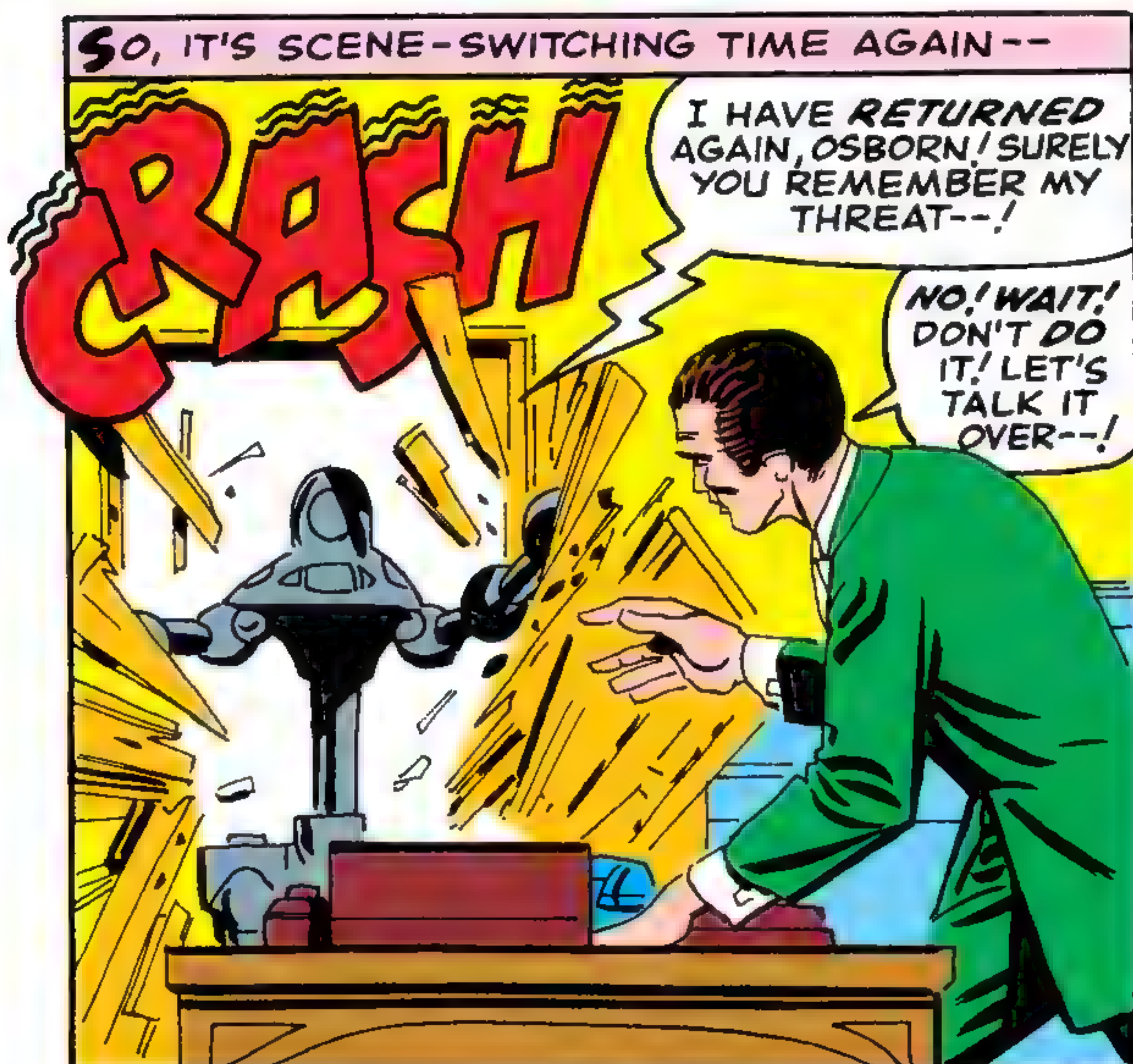
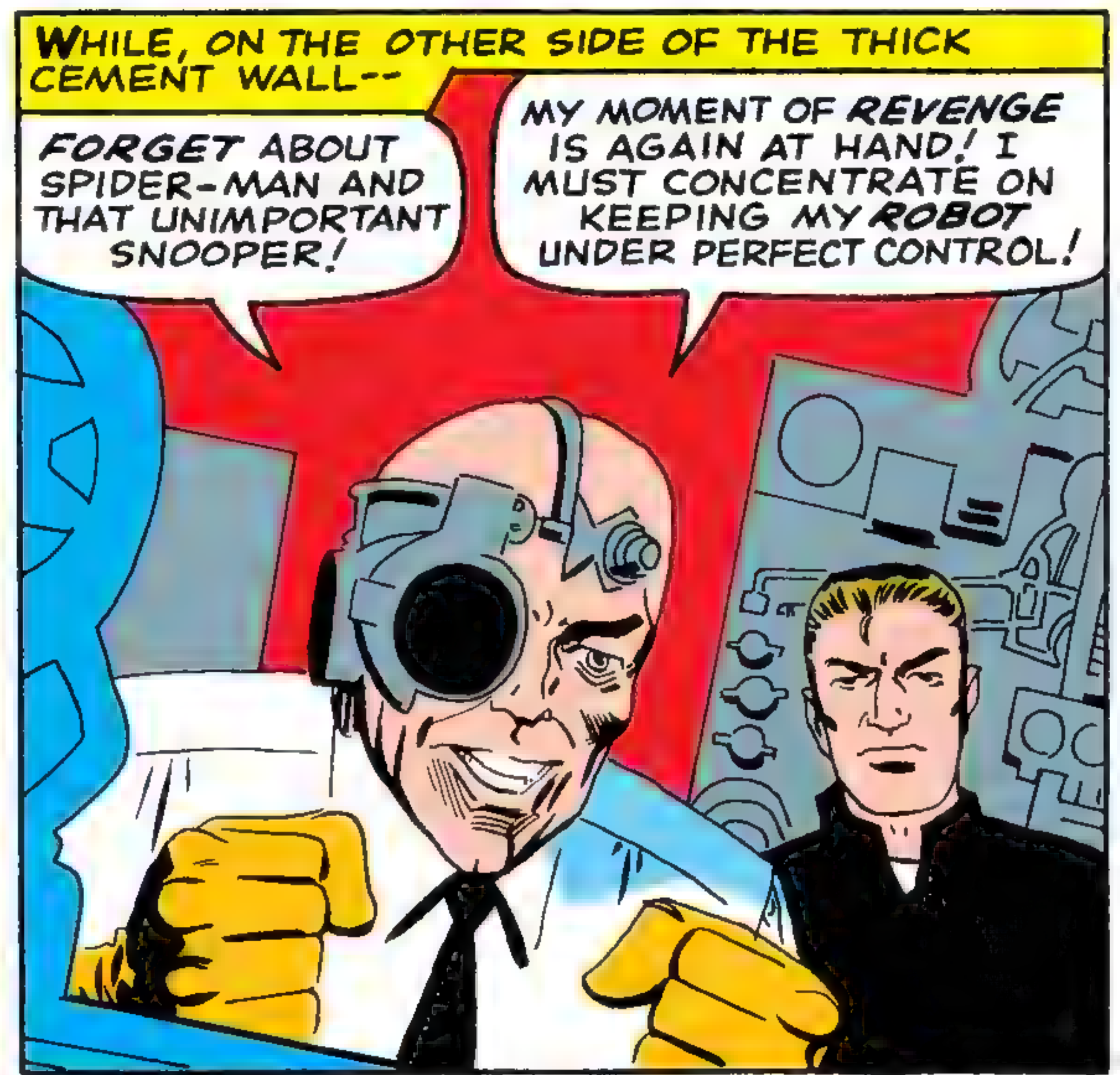
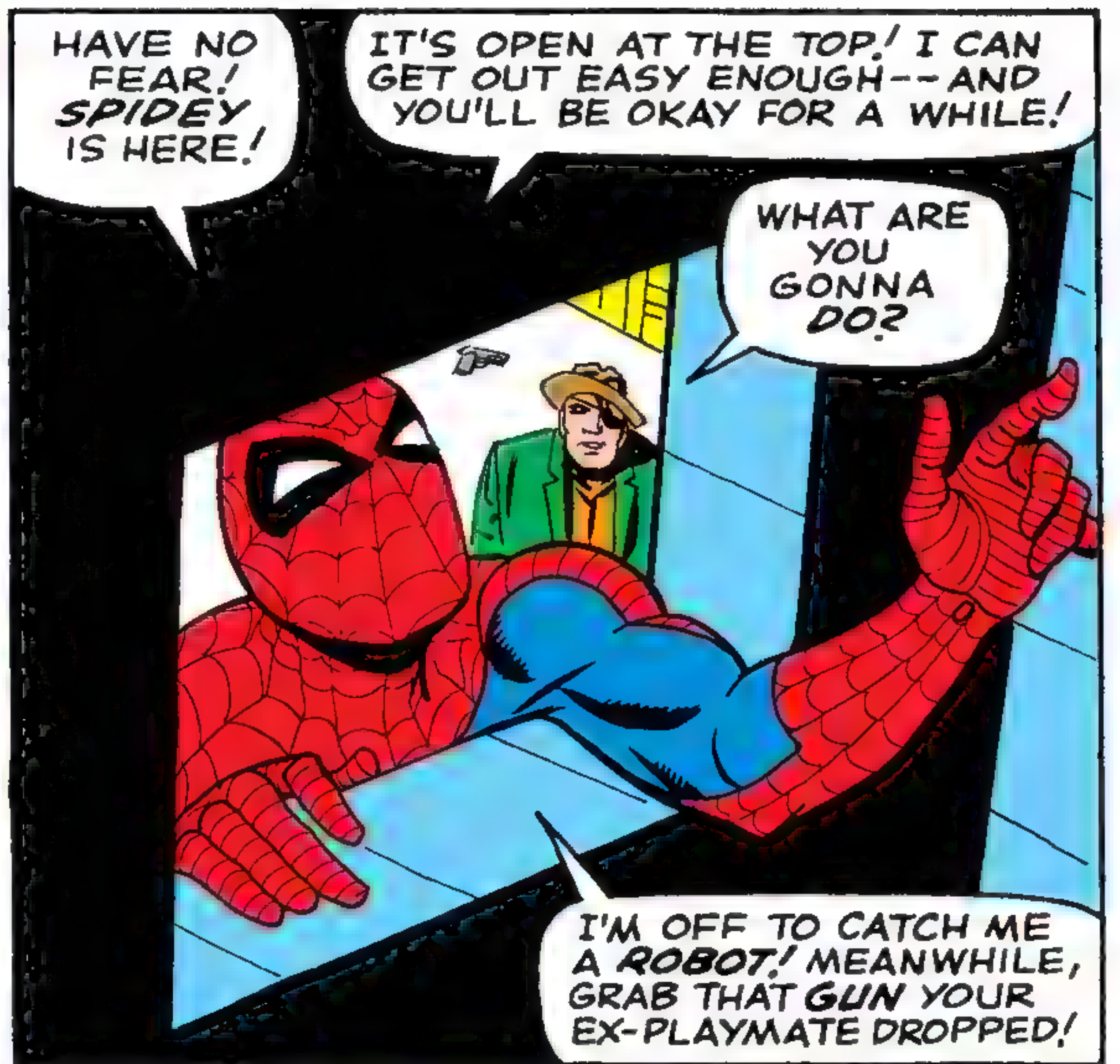
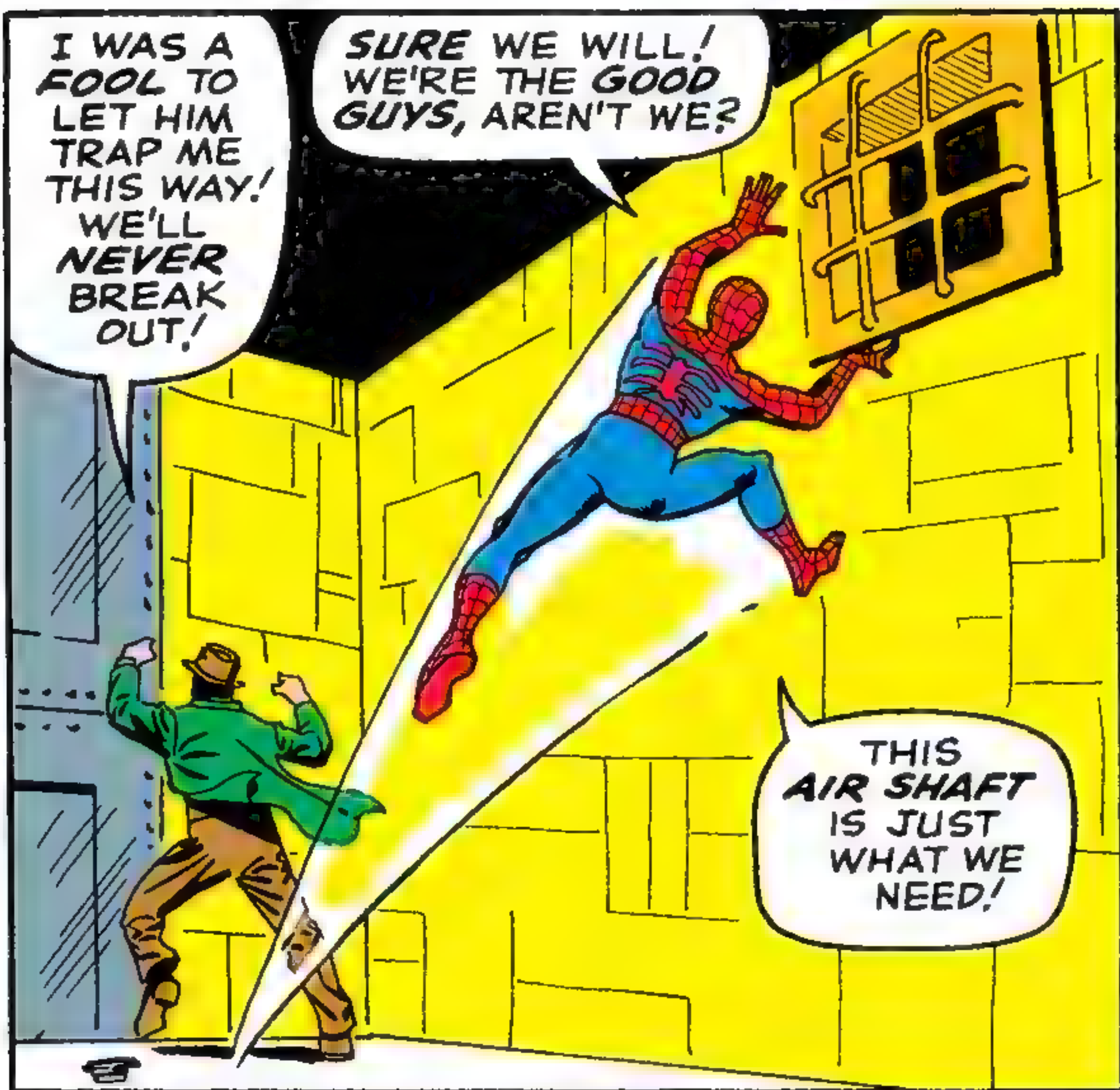
KLANK! KLANK!

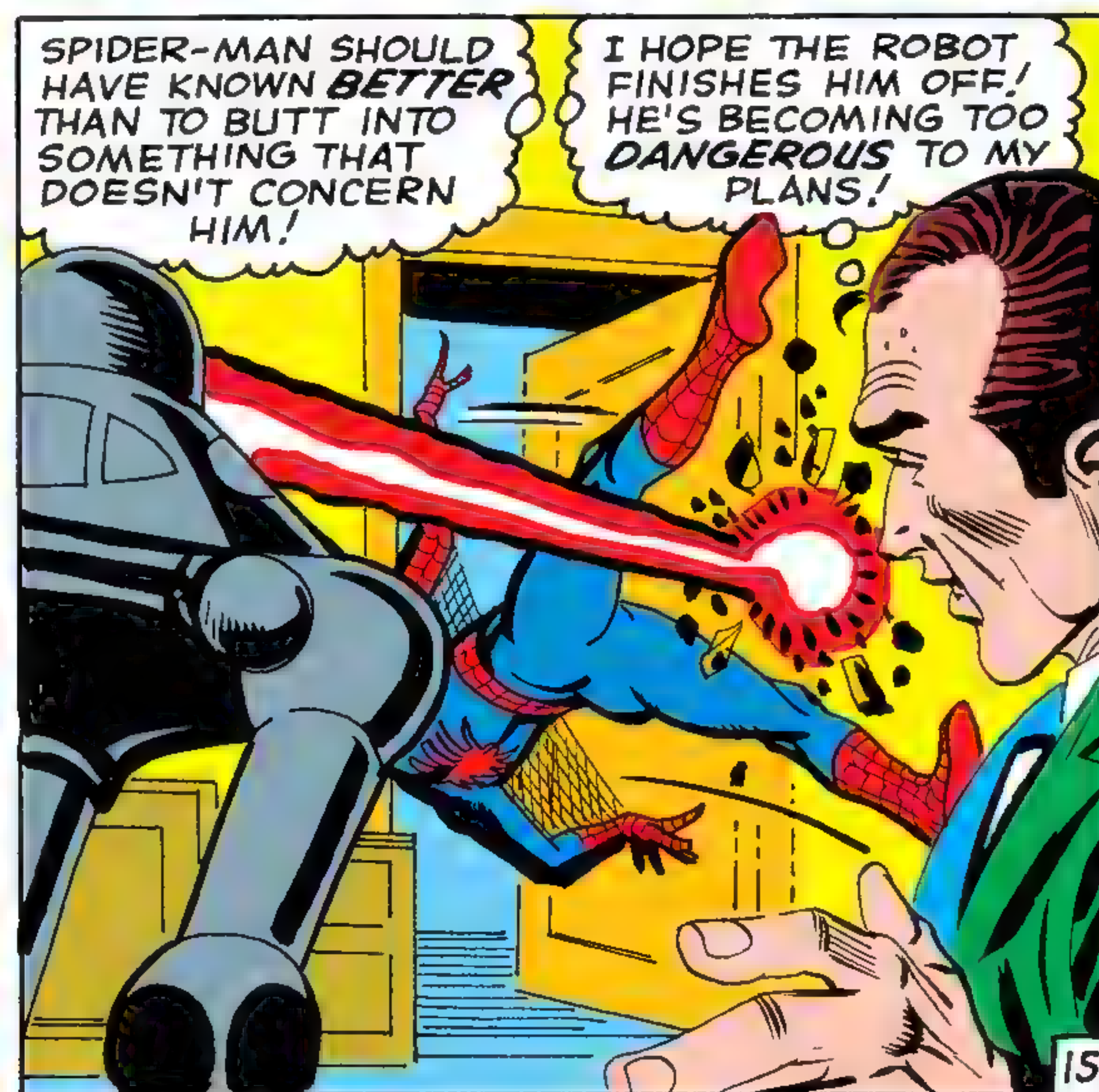
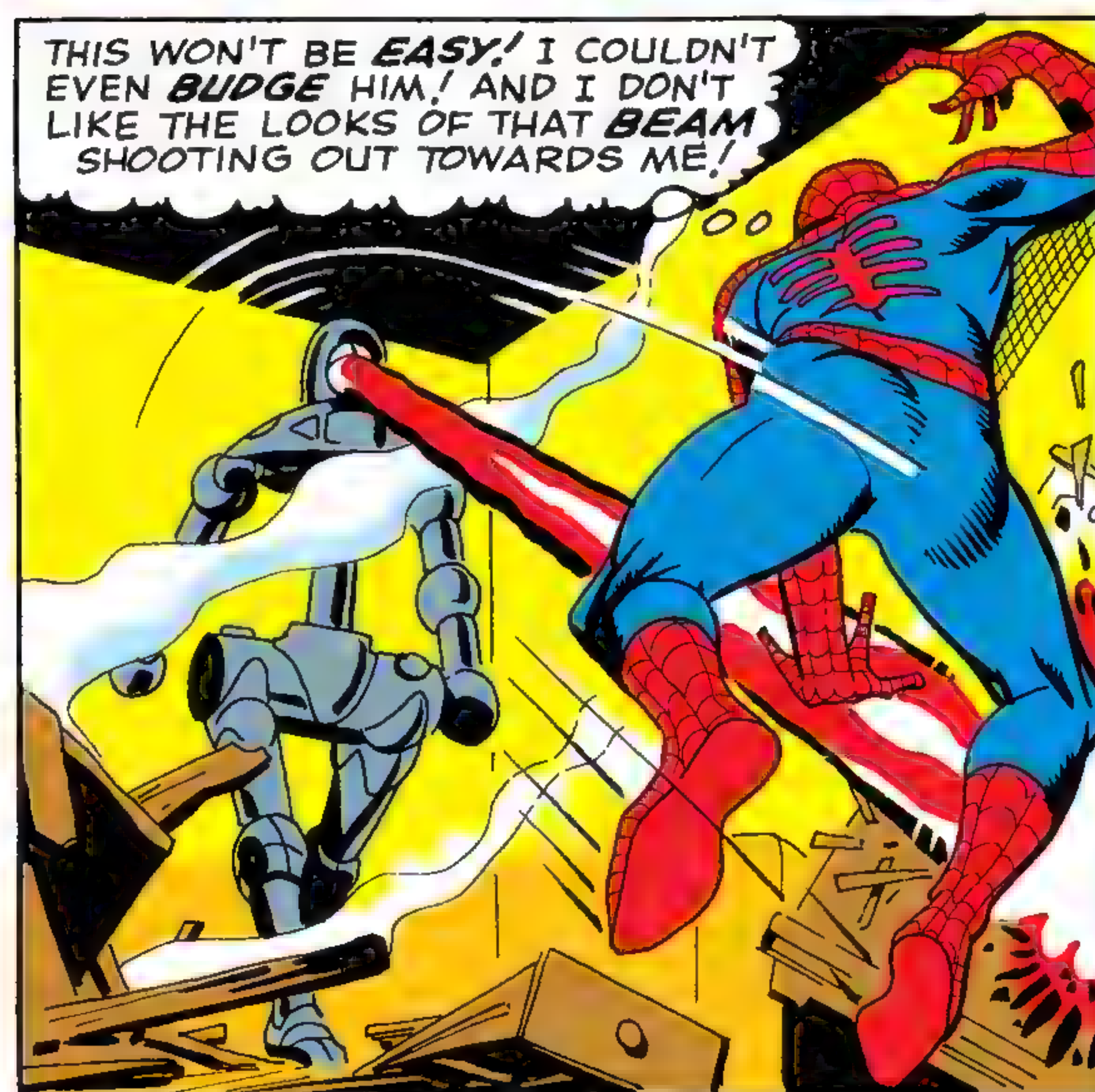
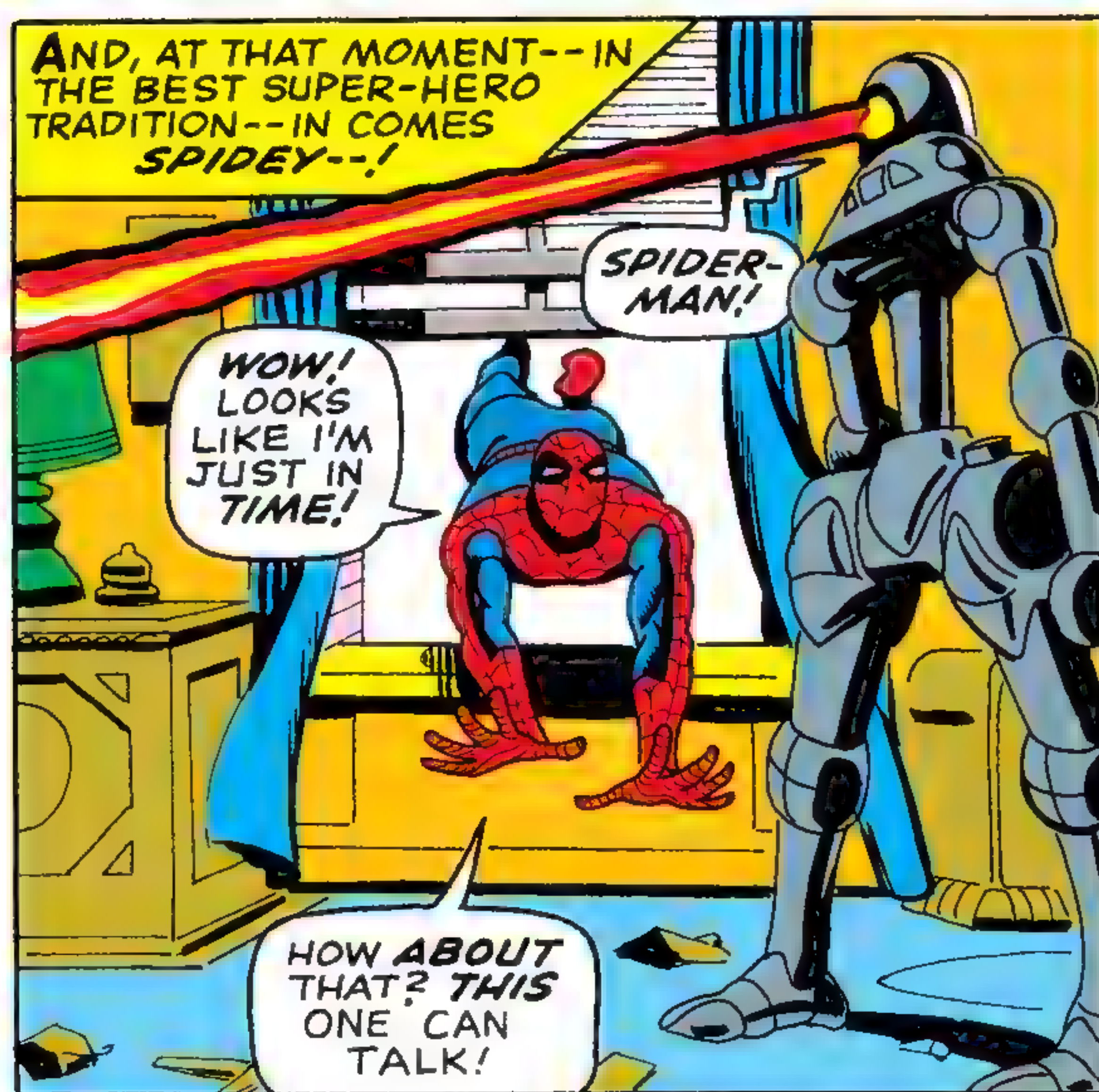
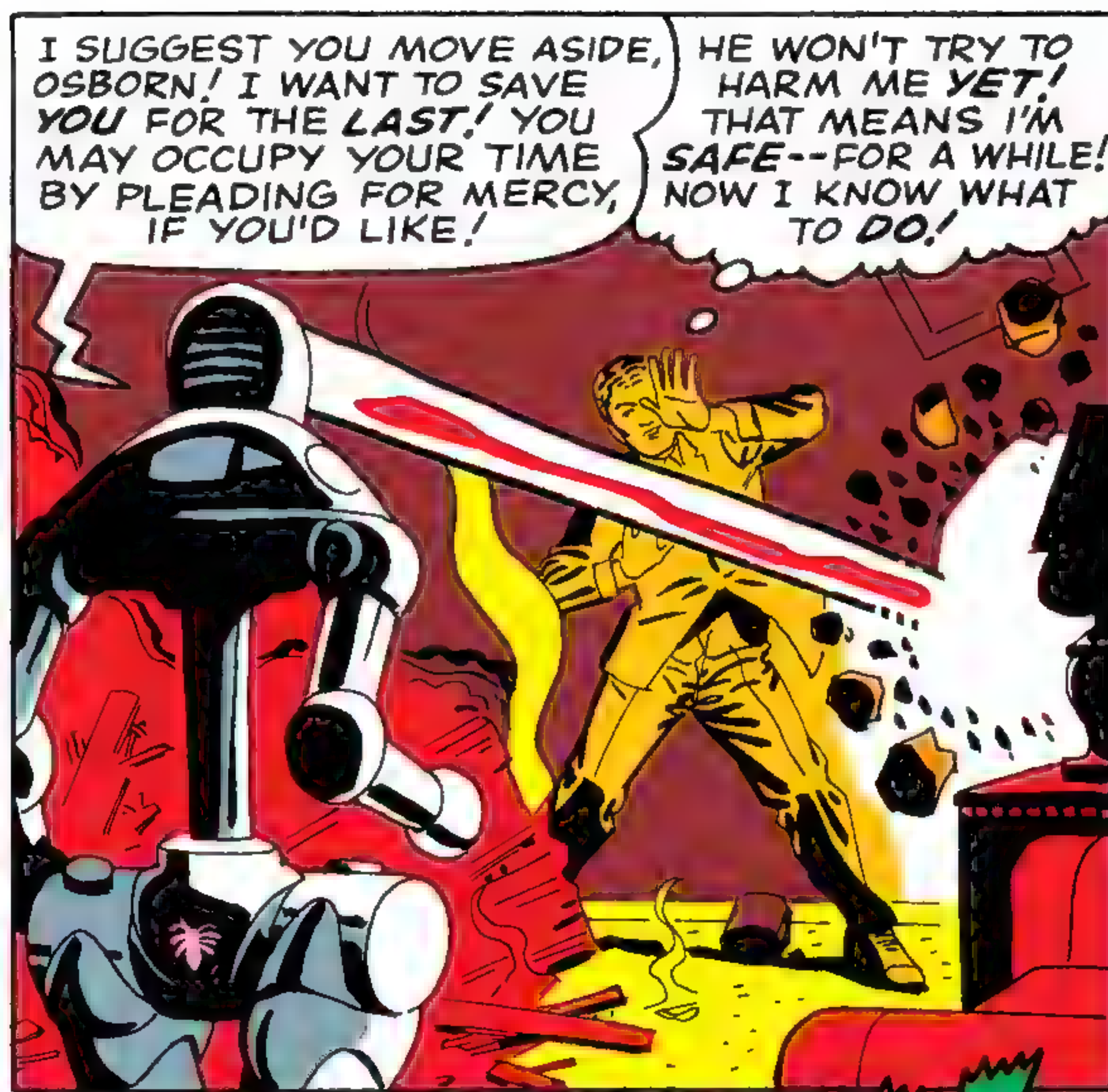
I'VE GOT TO FOLLOW THAT WALKING STOVE-PIPE AND SEE WHAT IT'S UP TO!

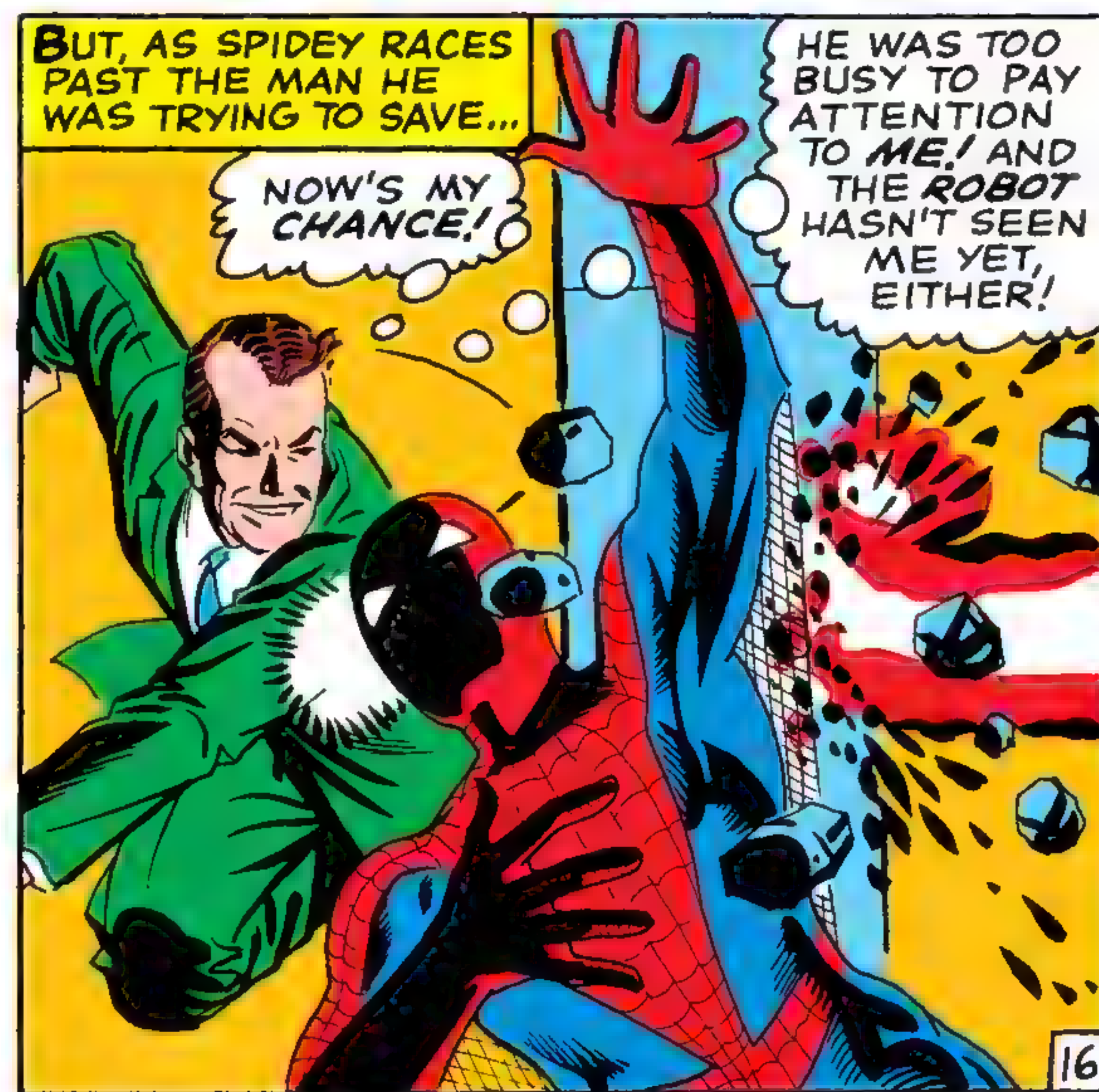
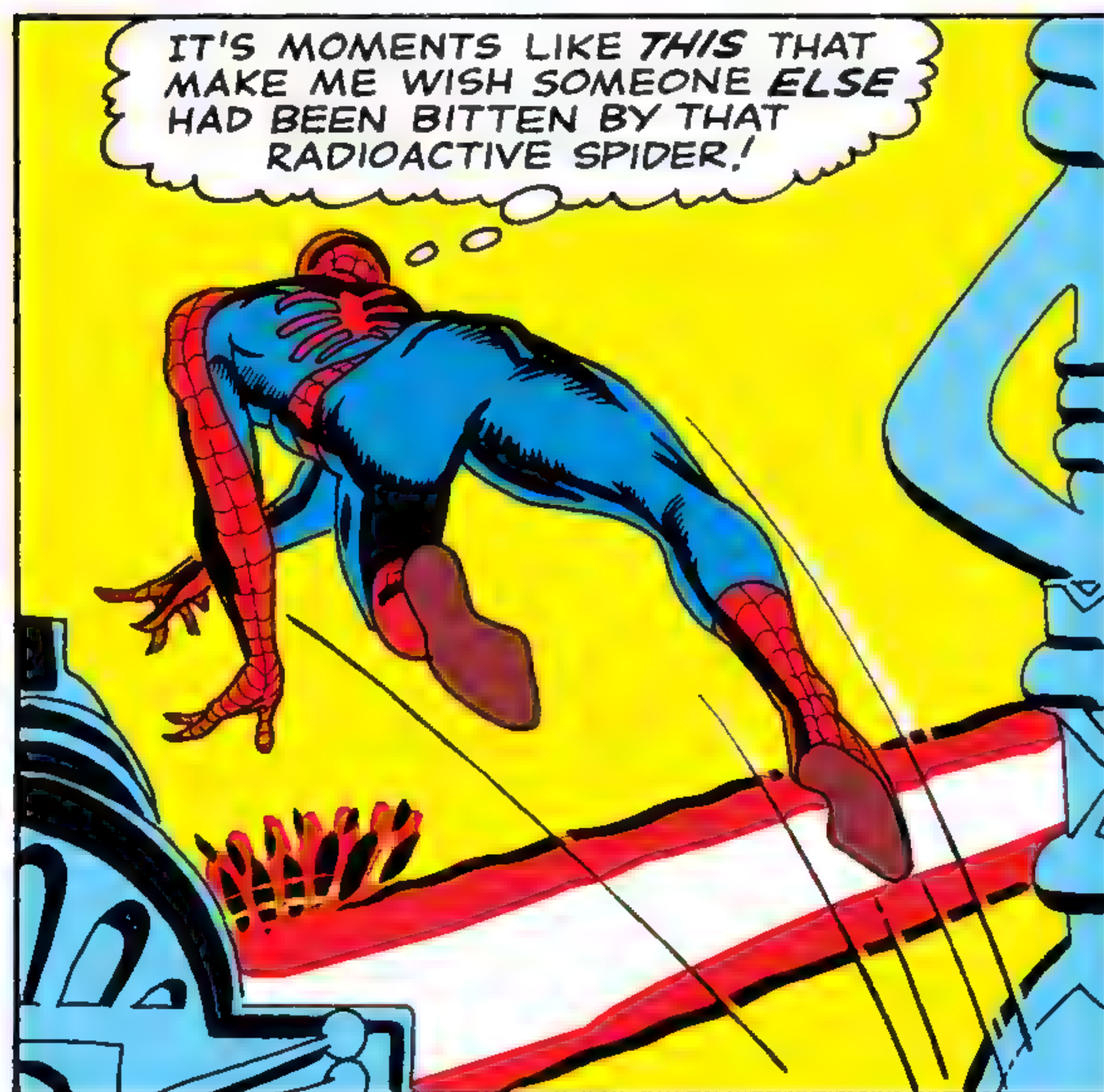
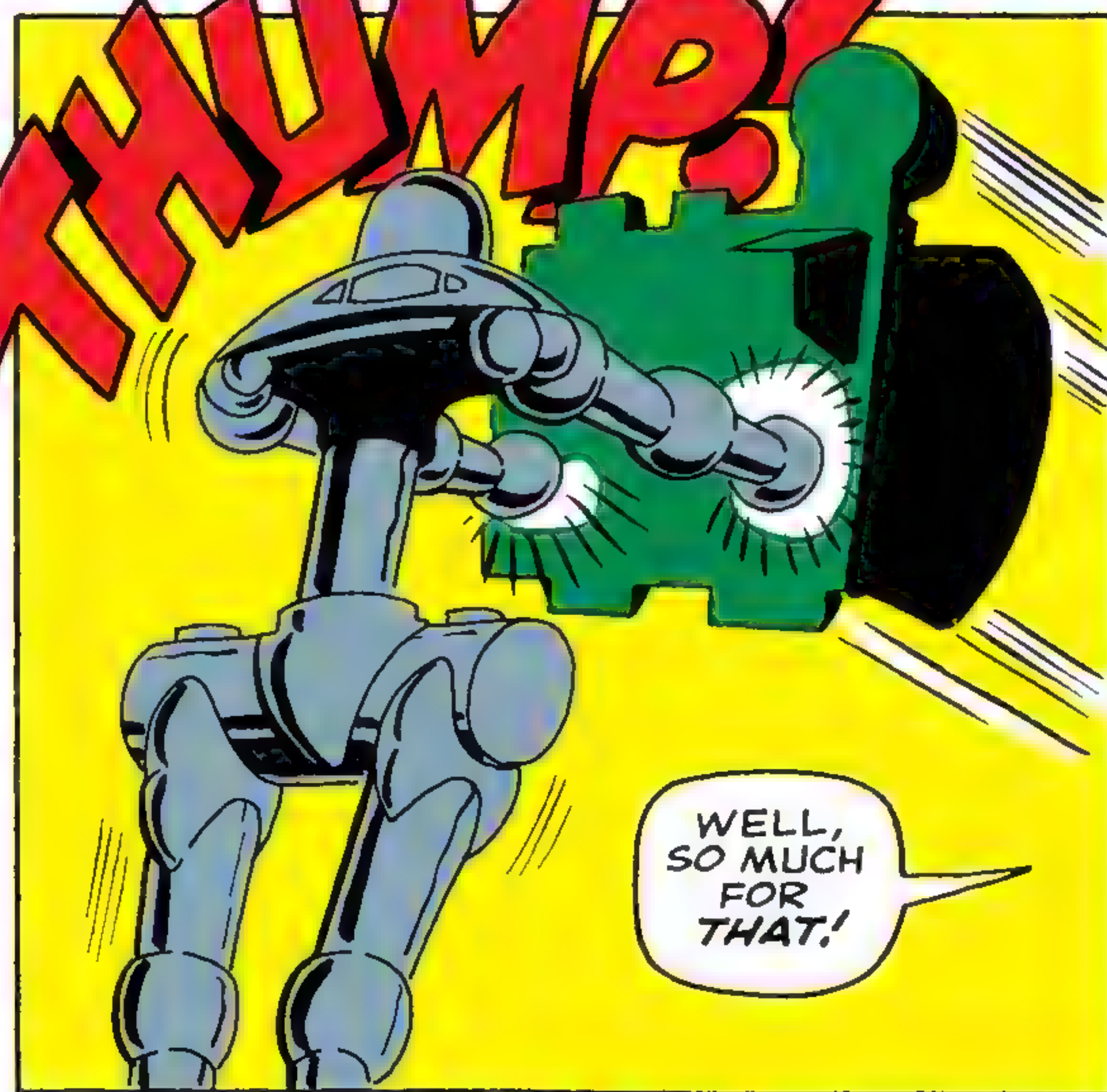
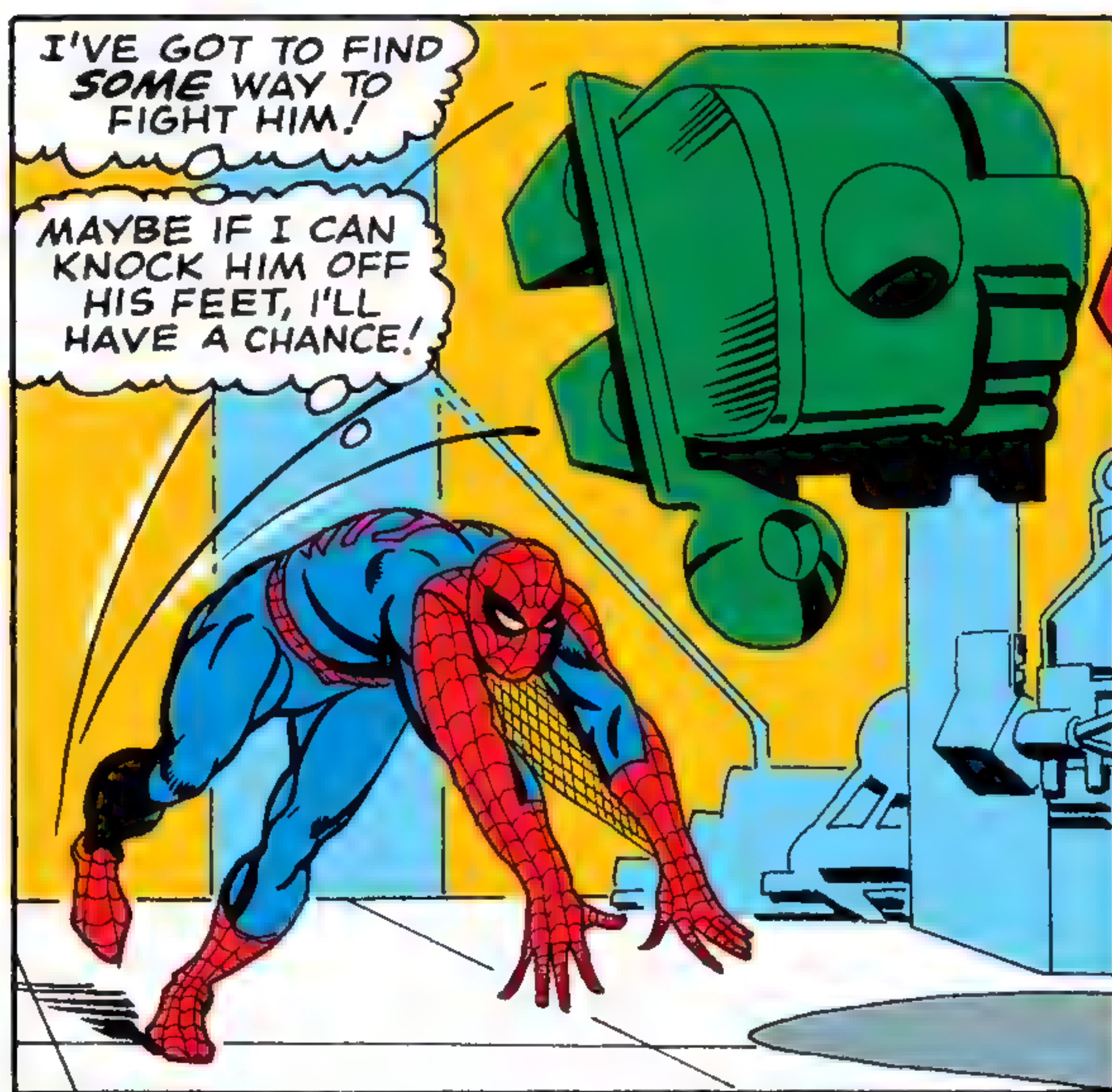
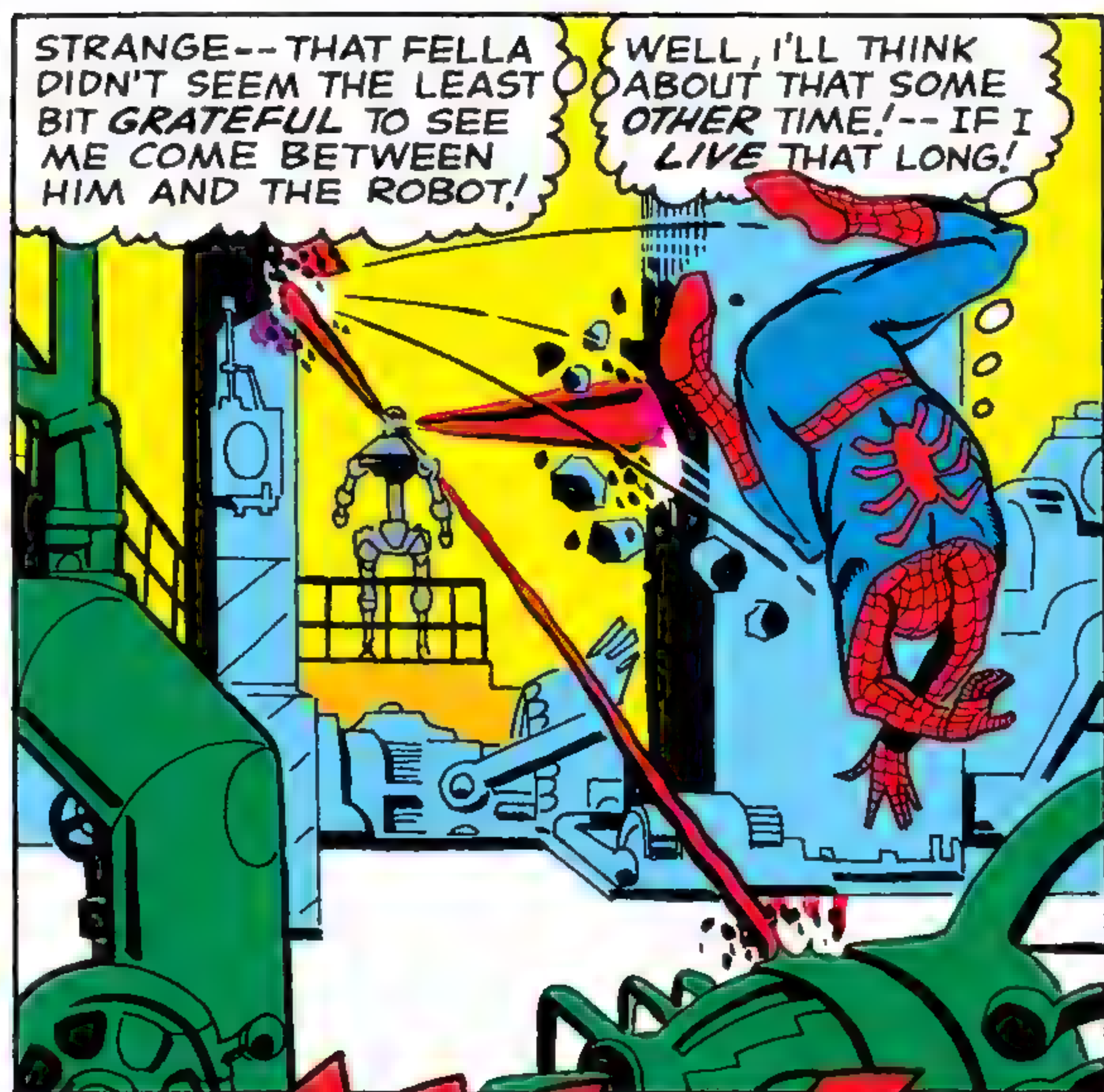
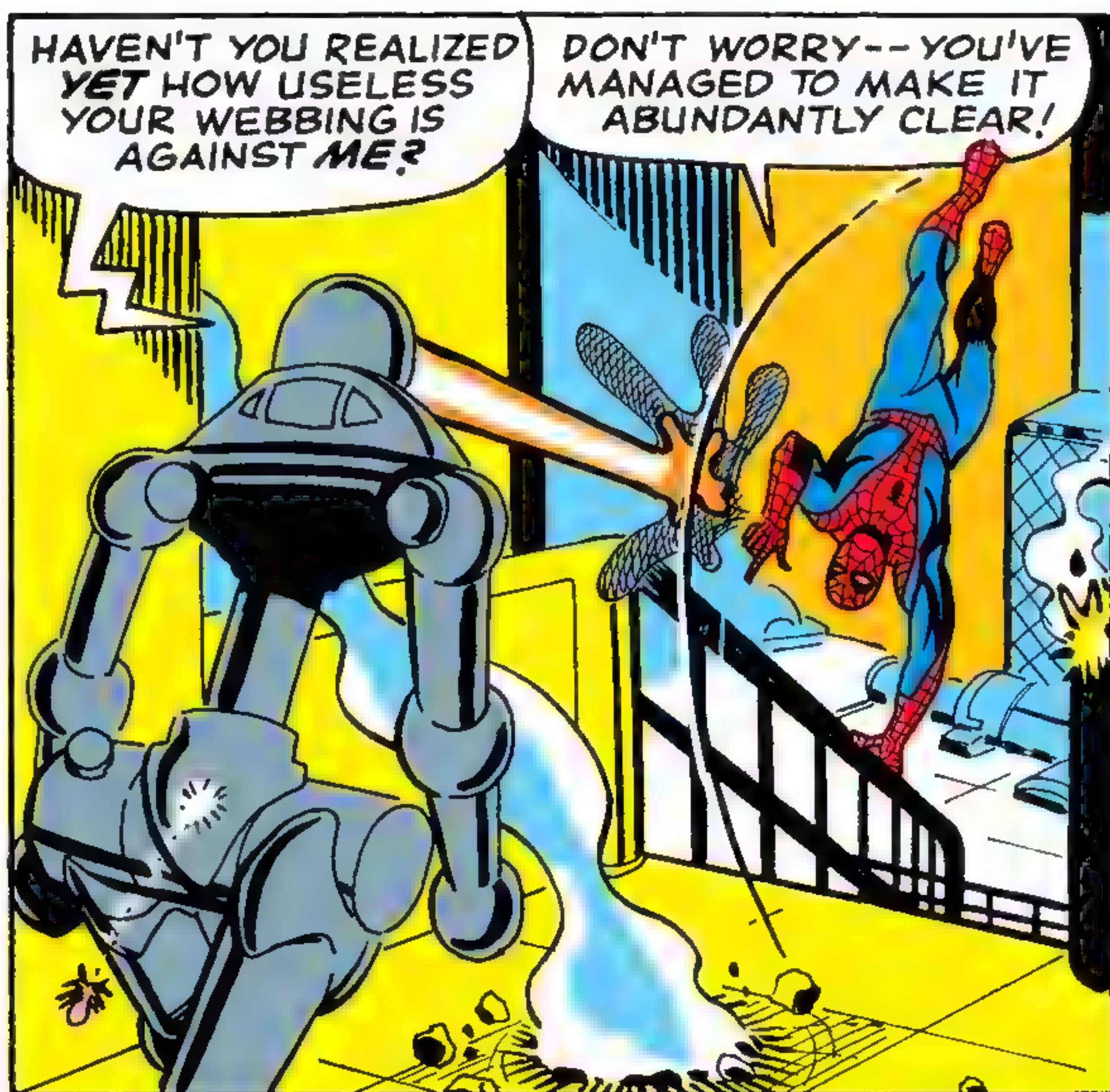
BUT, I CAN'T CUT OUT ON PATCH WHEN IT LOOKS AS IF HE'S GONNA NEED SOME **HELP--BUT FAST!**

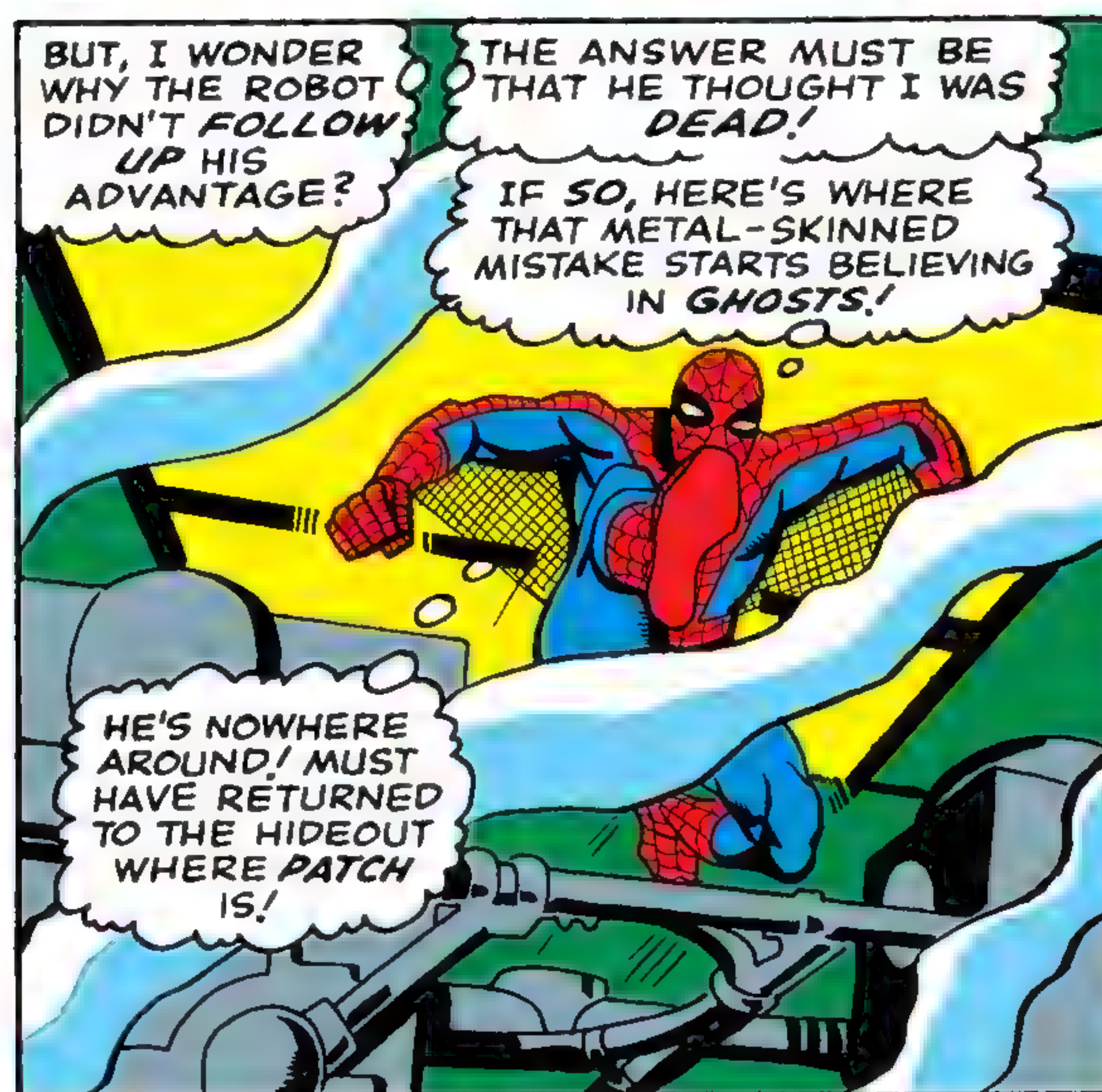
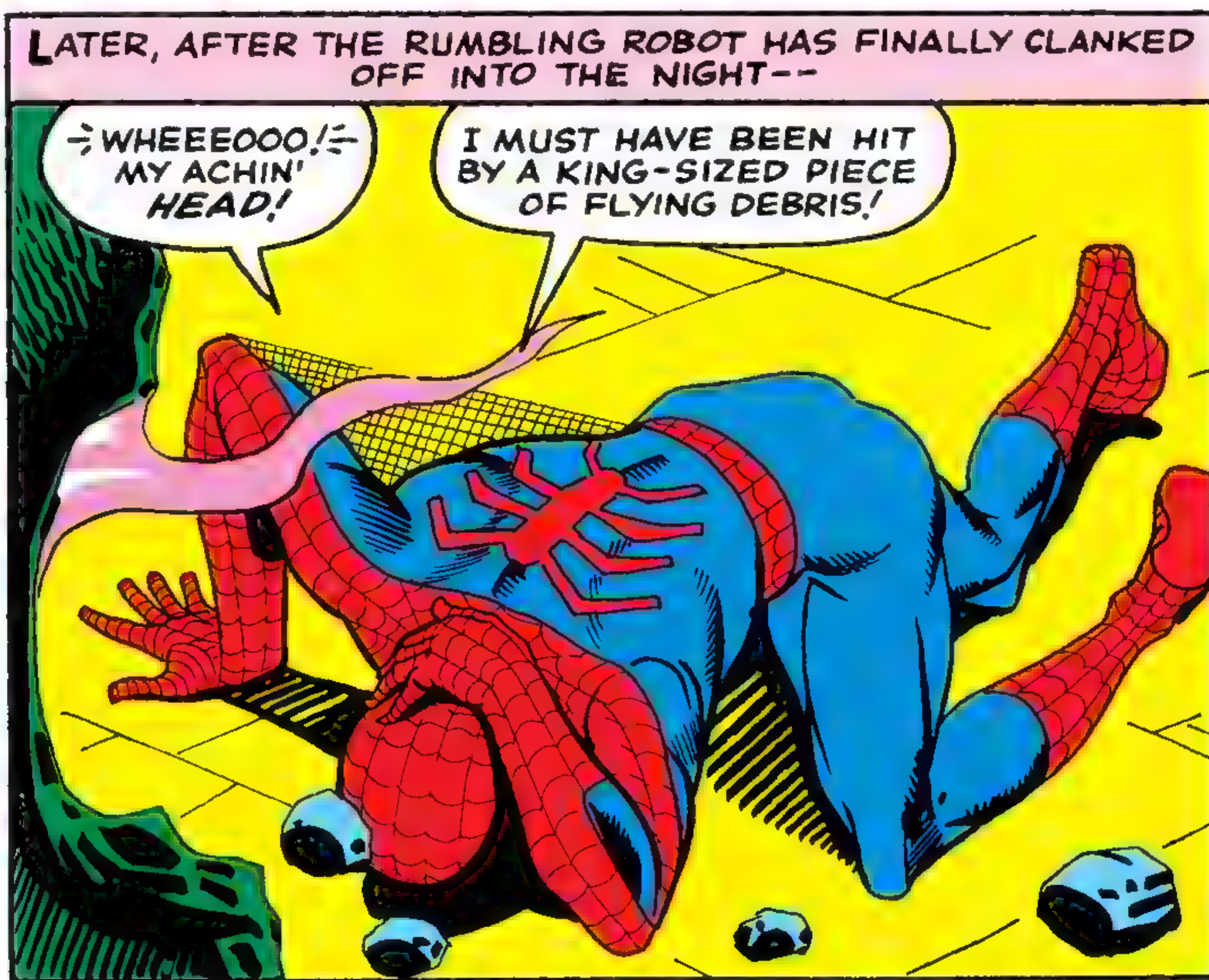
THERE'S ONLY **ONE** THING I CAN DO....!

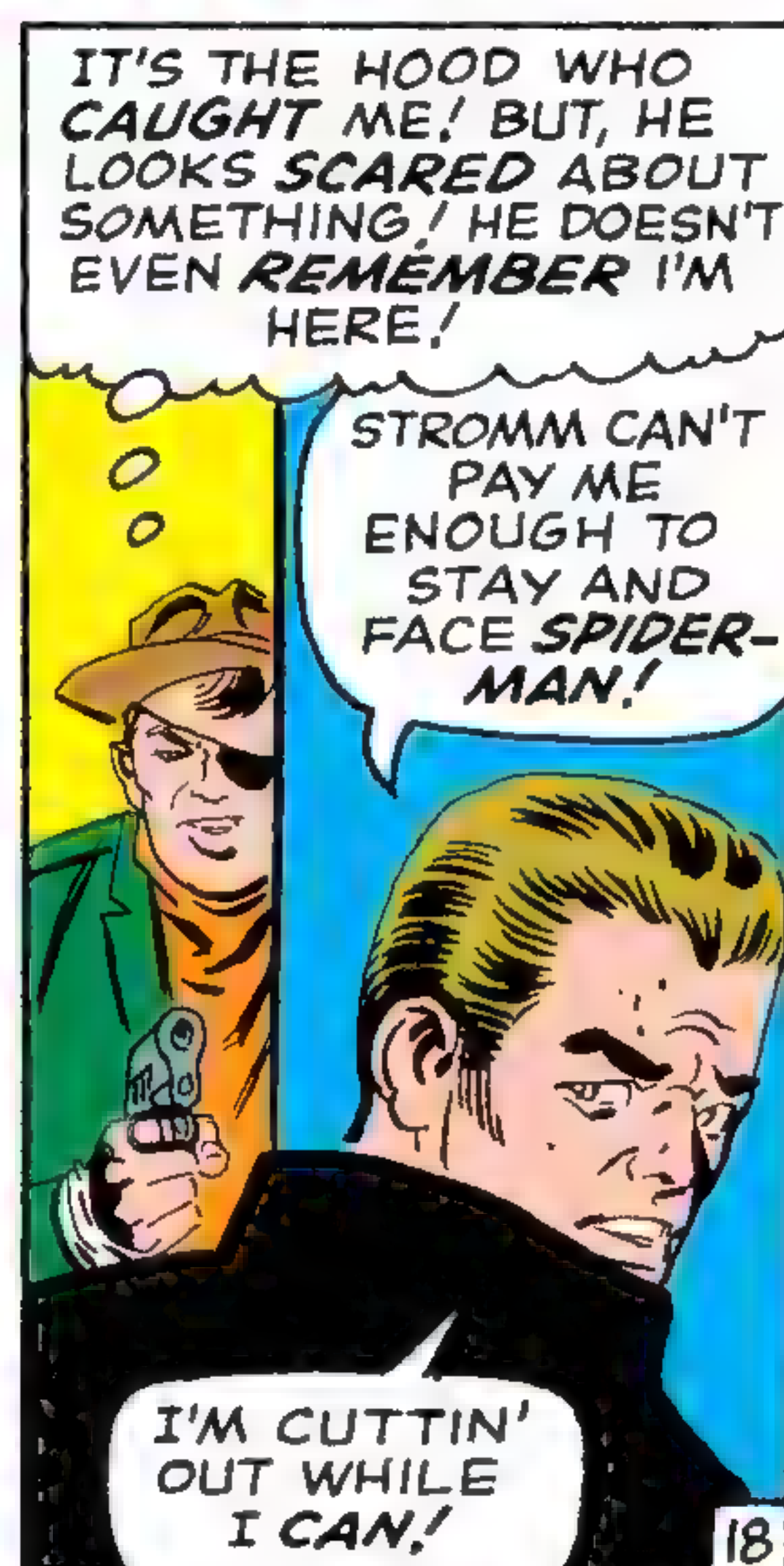
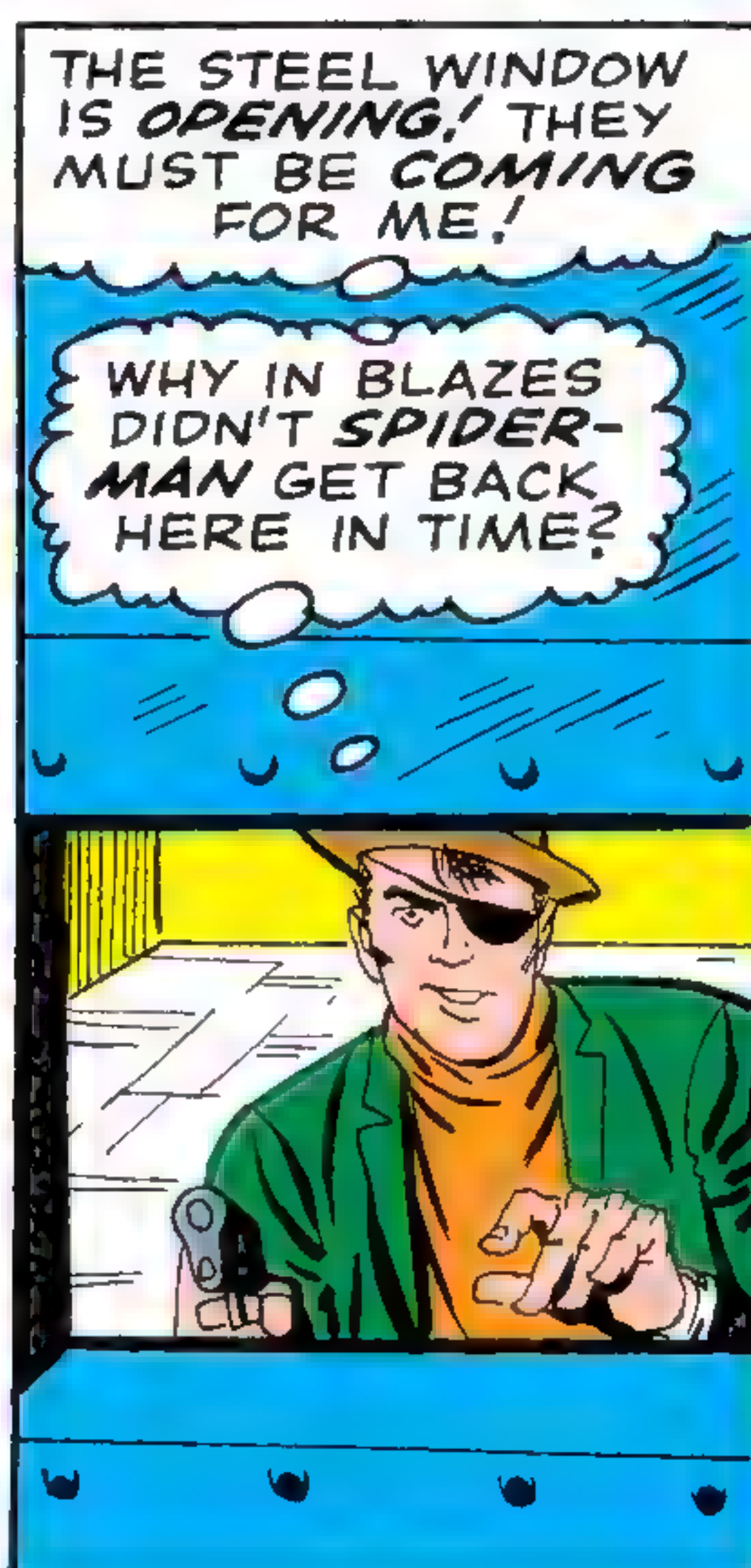
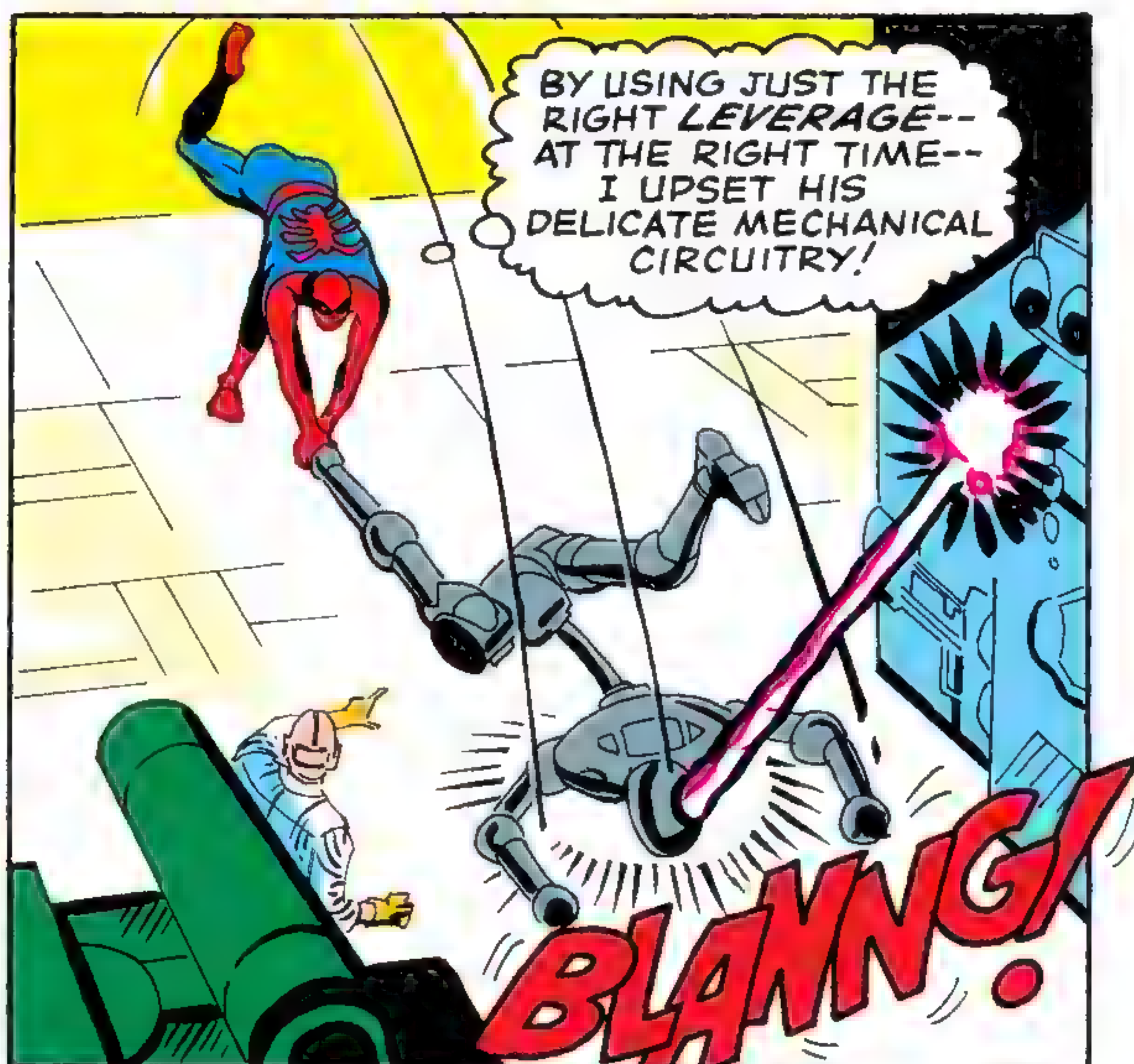
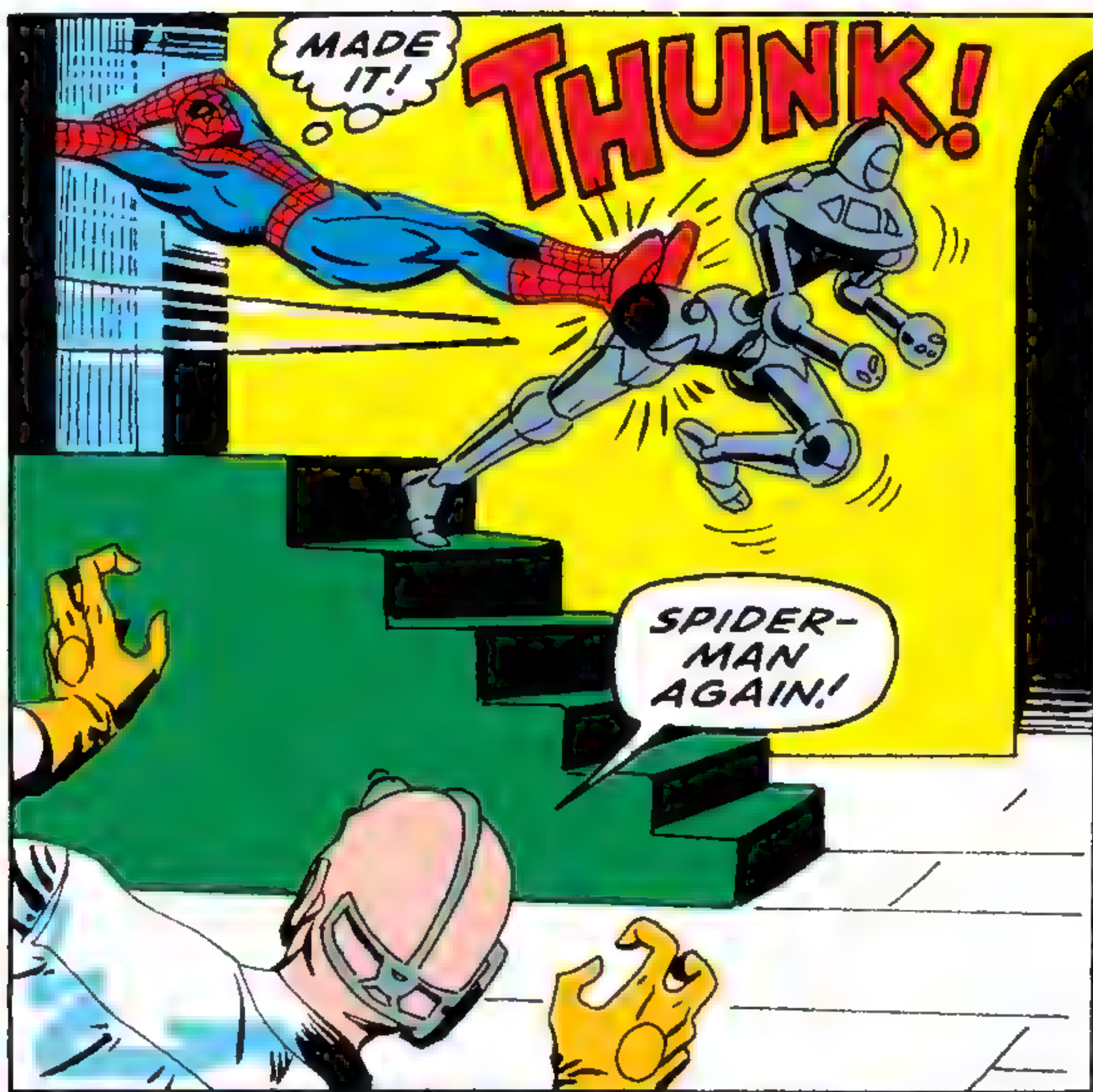


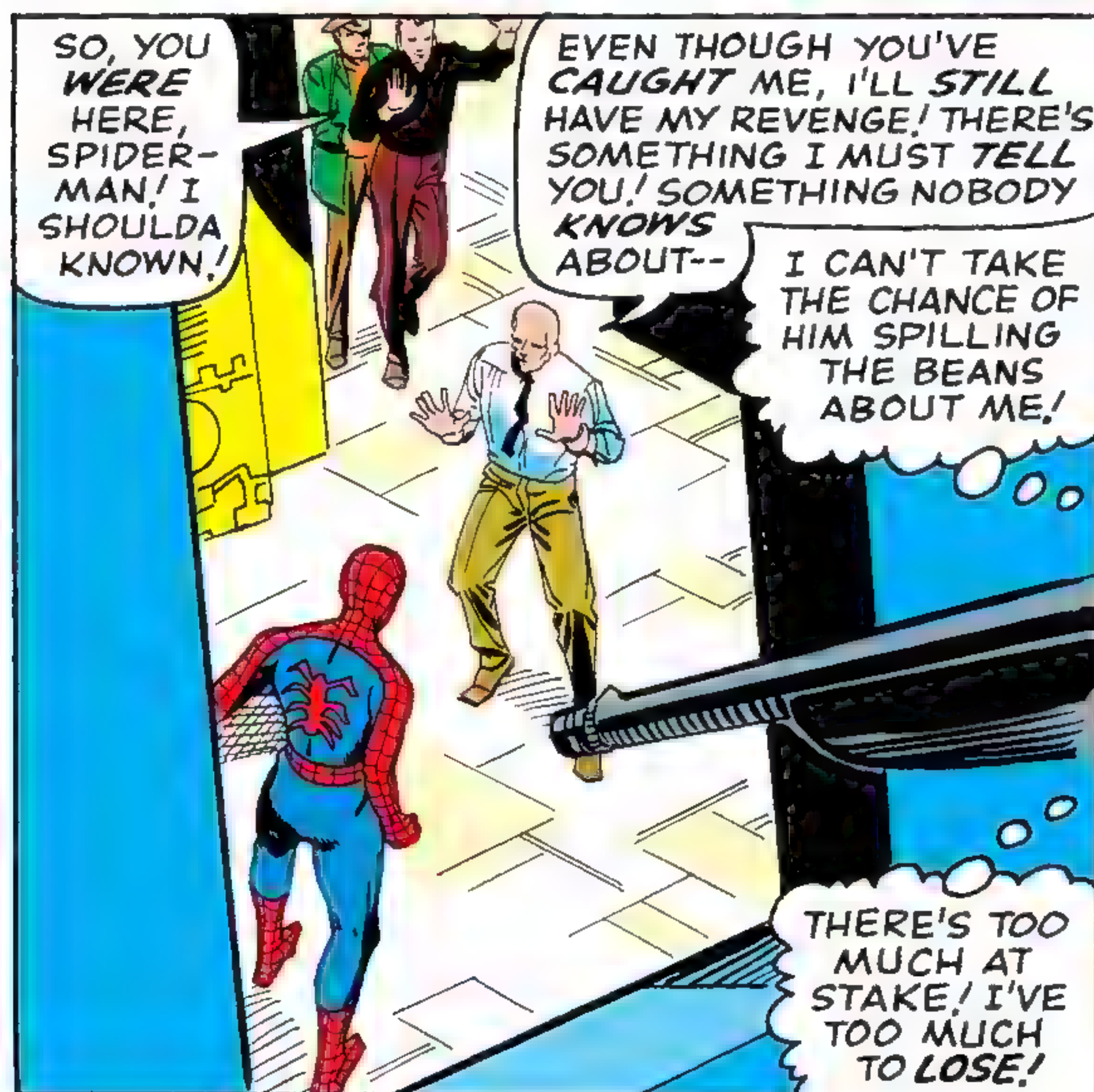
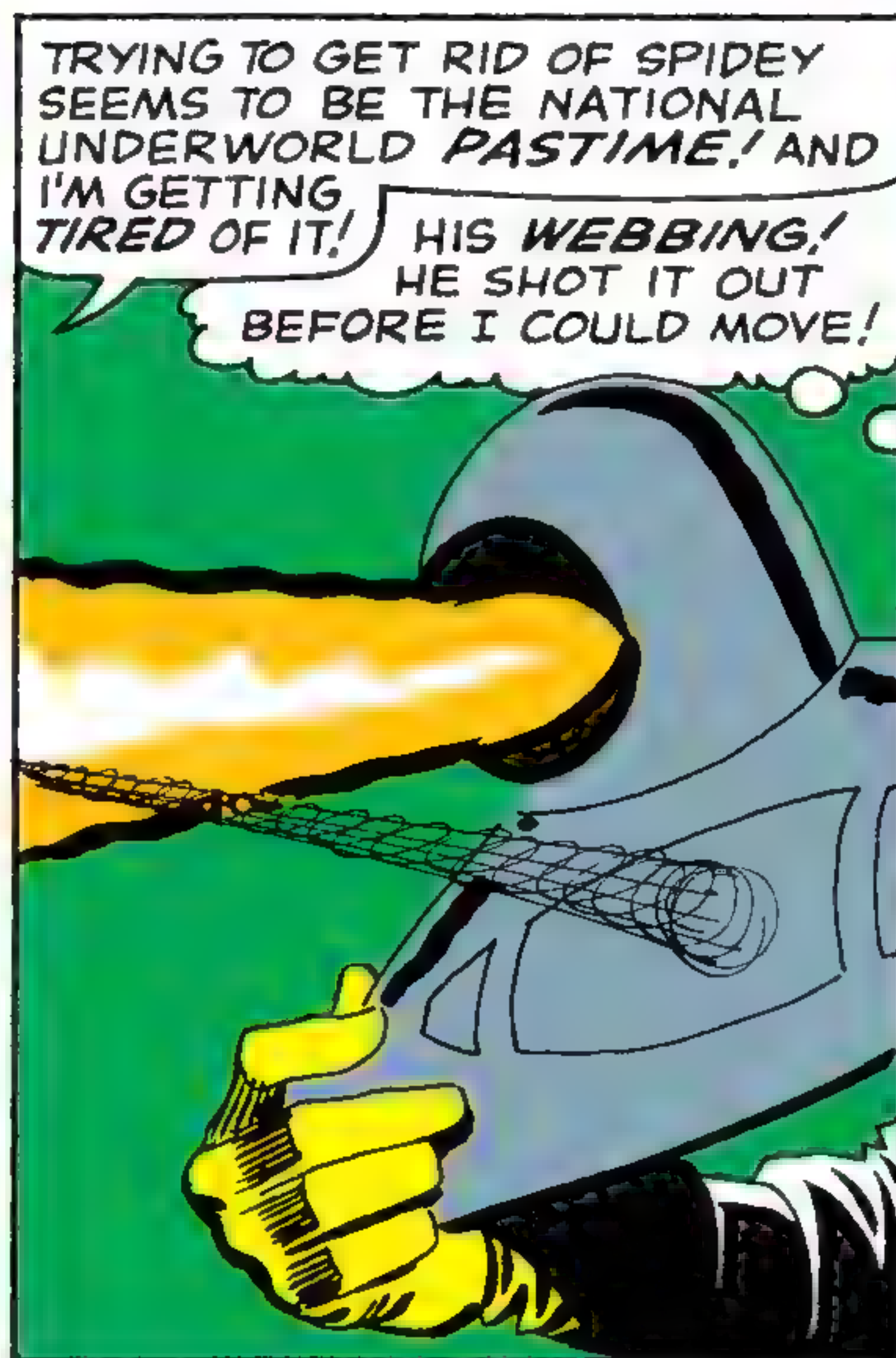












WAIT! WHERE ARE YOU RUNNING OFF TO?

NOTHING MORE FOR ME TO DO HERE! YOU CAN LOOK AFTER THINGS NOW!

LATER, AT THE OSBORN RESIDENCE...

DAD! MISTER JAMESON IS HERE! HE HAS SOME GOOD NEWS FOR YOU!

I KNOW! I HEARD IT ON THE RADIO! THEY CAUGHT PROFESSOR STROMM! HE WAS FOUND DEAD!

I FELT IT WAS MY DUTY AS A FELLOW CLUB MEMBER TO TELL YOU THAT YOU'RE SAFE NOW! THAT CROOKED EX-PARTNER OF YOURS WAS TO BLAME FOR THOSE ATTACKS-- BUT HE CAN'T BOTHER YOU ANY MORE!

THE POOR DEVIL! I HAD FORGOTTEN ALL ABOUT HIM--!

WELL, IT SEEMS HE DIDN'T FORGET ABOUT YOU! HE MUST HAVE PLANNED TO GET REVENGE ON YOU ALL THE YEARS HE WAS IN PRISON!

SOME PEOPLE CAN NEVER BE REFORMED -- LIKE THAT BLASTED SPIDER-MAN!

I GUESS YOU'RE RIGHT!

NICE OF YOU TO COME HERE, JONAH! I APPRECIATE IT!

YOU KNOW ME! I'M ALL HEART! SEE YOU AT THE CLUB, NORMAN!

BUT, WHEN NORMAN OSBORN IS FINALLY ALONE-- HE RETURNS TO HIS DARK AND MENACING THOUGHTS--

SPIDER-MAN ALMOST RUINED EVERYTHING FOR ME! BUT, IT WON'T HAPPEN AGAIN!

NOW THAT HIS SUSPICIONS HAVE BEEN AROUSED-- HE MUST BE DISPOSED OF!

AND, IN ANOTHER SECTION OF THE CITY...

I COULDN'T HAVE IMAGINED IT! THERE WAS SOMEONE AT THAT WINDOW WITH A GUN!

WE CAN USE ANOTHER MAN!

HI, PARKER! FEEL LIKE SOME BOWLING?

HE'S IGNORING US!

BOY! HOW STUCK-UP CAN YOU GET?!!

HE'S AS BIG A SNOB AS EVERYONE SAYS HE IS!

BUT, THERE COULD BE ANOTHER ANSWER...

WHAT IF I'M LOSING MY SPIDER SENSE???

IT COULD MEAN THE BEGINNING OF THE END FOR SPIDER-MAN! I-I'D BETTER NOT EVEN THINK ABOUT IT!

SO, HE'S TOO GOOD FOR US, HUH?

GUYS LIKE HIM DON'T WANNA KNOW ANYBODY--

THEY'D RATHER GO AROUND WITHOUT A CARE IN THE WORLD!

NEXT ISH:
WHILE WAITING TO SEE MORE OF THE MYSTERIOUS MR. OSBORN, WE'LL TOSS A NEW VILLAIN AT YOU! 'NUFF SAID!



MARVEL
COMICS
GROUP

the **AMAZING SPIDER-MAN**

APPROVED
BY THE
COMICS
CODE
AUTHORITY

38
JULY

IND.

12¢

HERE'S
SPIDEY
AT HIS
**FIGHTING
BEST!**

"**JUST A
GUY
NAMED
JOE!**"

JUST WAIT'LL YOU
SEE THE OFF-BEAT
SUPER-VILLAIN
STARRING IN THIS
ISH! HE'S THE
PRIZE PUSSYCAT
OF THE YEAR!



THE AMAZING SPIDER-MAN!

"JUST A GUY NAMED JOE!"

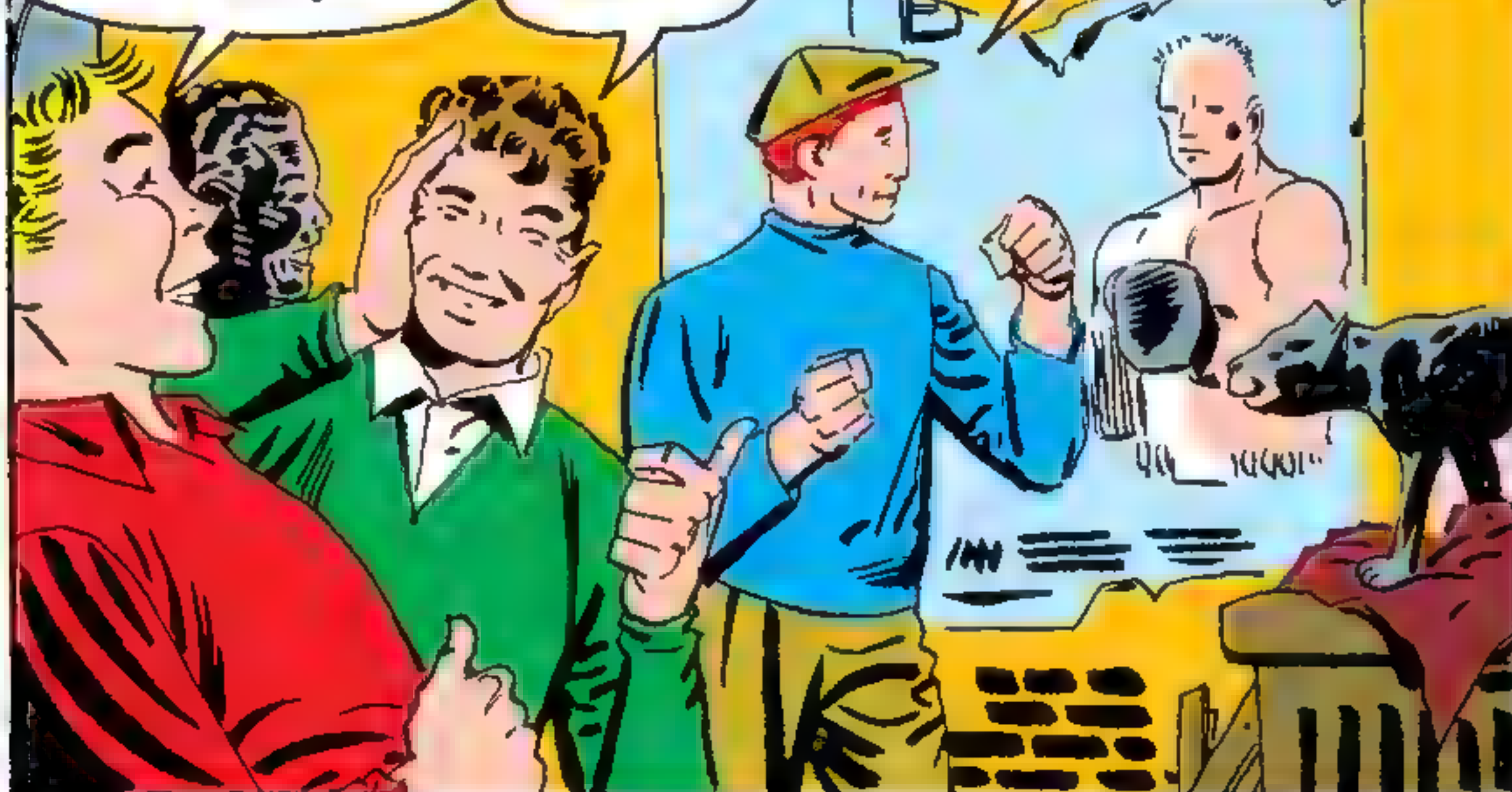
OUR MILDLY TERRIFIC TALE OPENS IN A CROWDED NEIGHBORHOOD GYM, WHERE WE FIND A NOT-OVERLY-BRIGHT HABITUÉ NAMED **JOE SMITH** INDULGING HIMSELF IN ONE OF HIS EVER-PRESENT DAY-DREAMS--

YES SIREE! NO MATTER WHAT *ANYONE* THINKS OF ME *NOW*, I'M GONNA BE THE *CHAMP* SOME DAY! I'M GONNA REALLY *BE* SOMEBODY! I *KNOW* IT!

GOOD THING YOU KNOW IT, SMITH! NOBODY *ELSE* DOES!

THAT GUY'S A REAL PANIC!

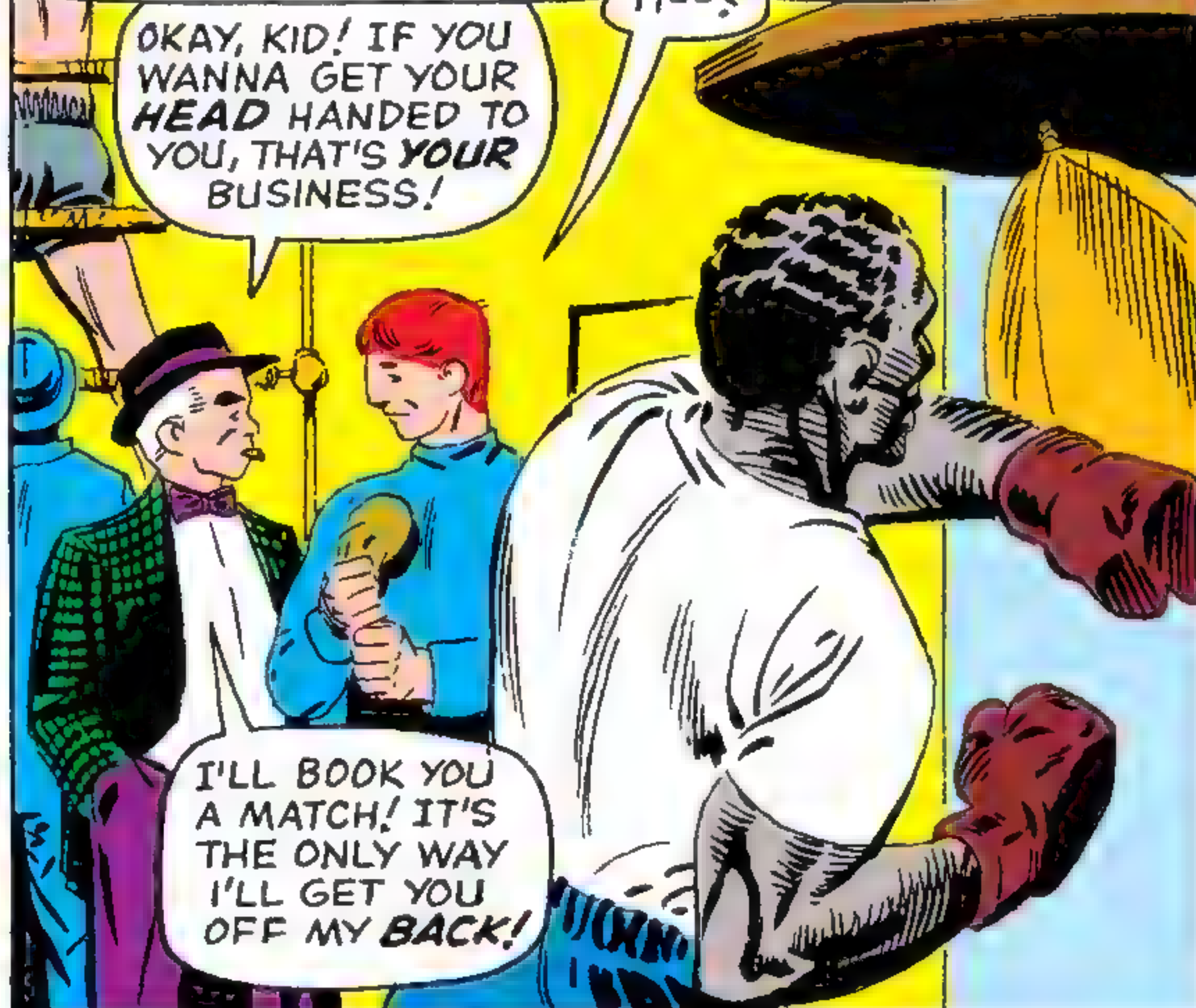
GOWAN, LAUGH AT ME *NOW*! YOU WON'T LAUGH LATER!



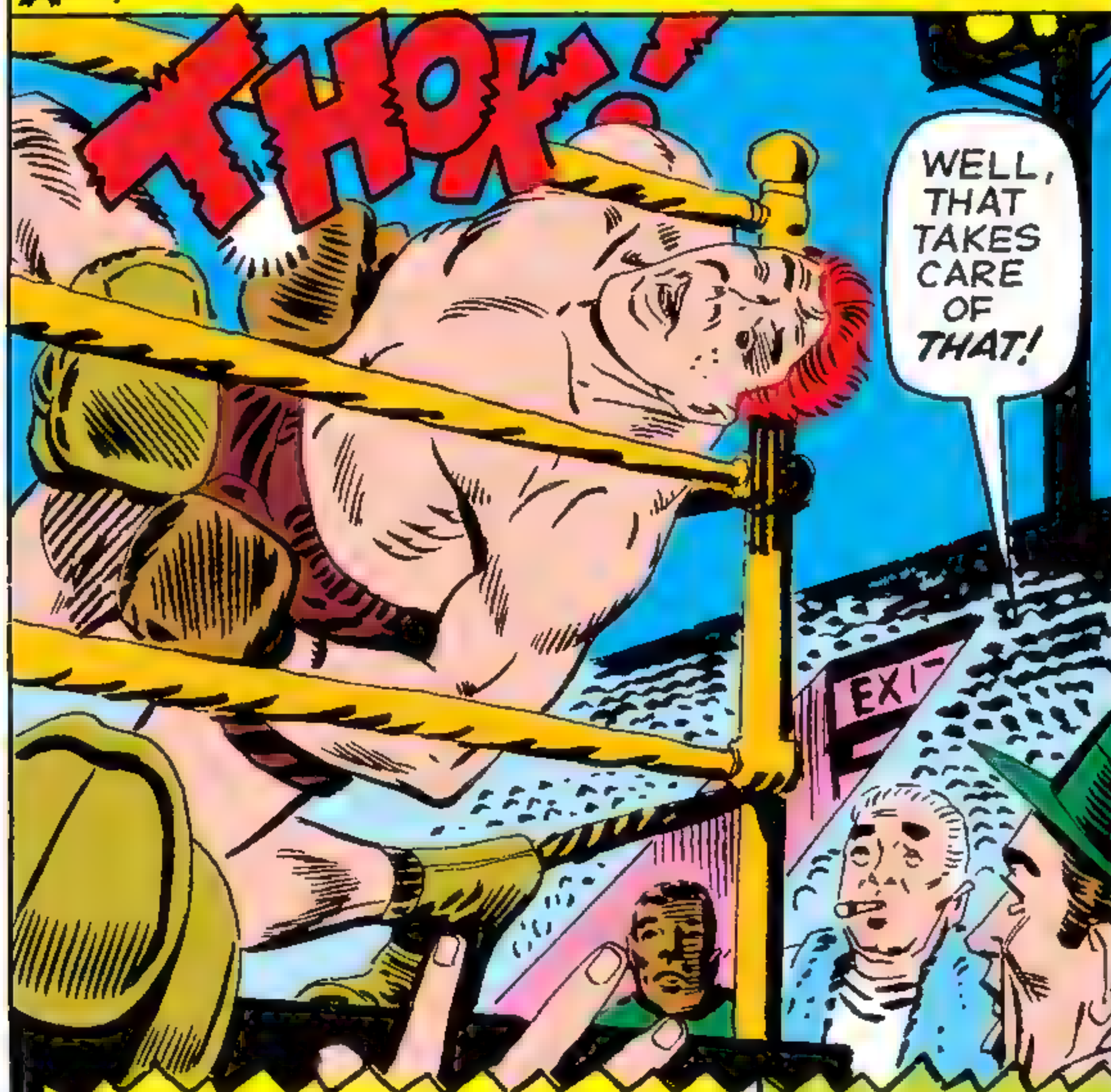
MR. TOMKINS, I'VE ASKED YOU TO MANAGE ME FOR *MONTHS*! AND I'M NEVER GONNA *STOP* ASKIN' UNTIL YOU SAY YOU *WILL*! NOW, HOW ABOUT IT--?

OKAY, KID! IF YOU WANNA GET YOUR HEAD HANDED TO YOU, THAT'S *YOUR* BUSINESS!

I'LL BOOK YOU A MATCH! IT'S THE ONLY WAY I'LL GET YOU OFF MY *BACK*!



AND, DURING THE FIRST MINUTE OF THE FIRST ROUND...



WELL, THAT TAKES CARE OF *THAT*!

NEXT, JOE SMITH TRIES THE *WRESTLING* GAME-- WITH VERY SIMILAR RESULTS--!

HEY! YOU WUZN'T SUPPOSED TA FALL OUTTA THE RING FER ANUDDER TEN MINUTES!

I-I MUST HAVE *SLIPPED*!

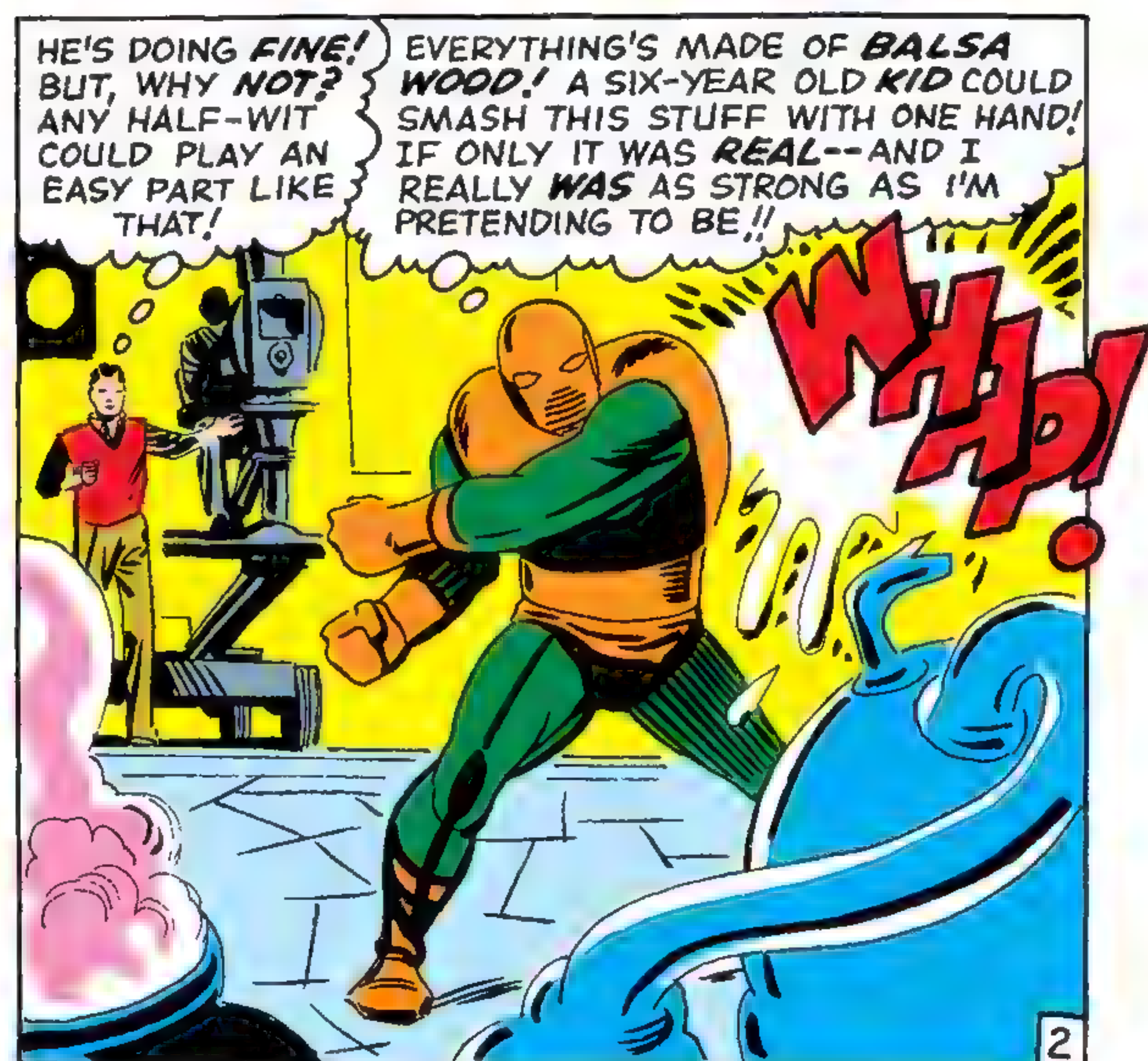
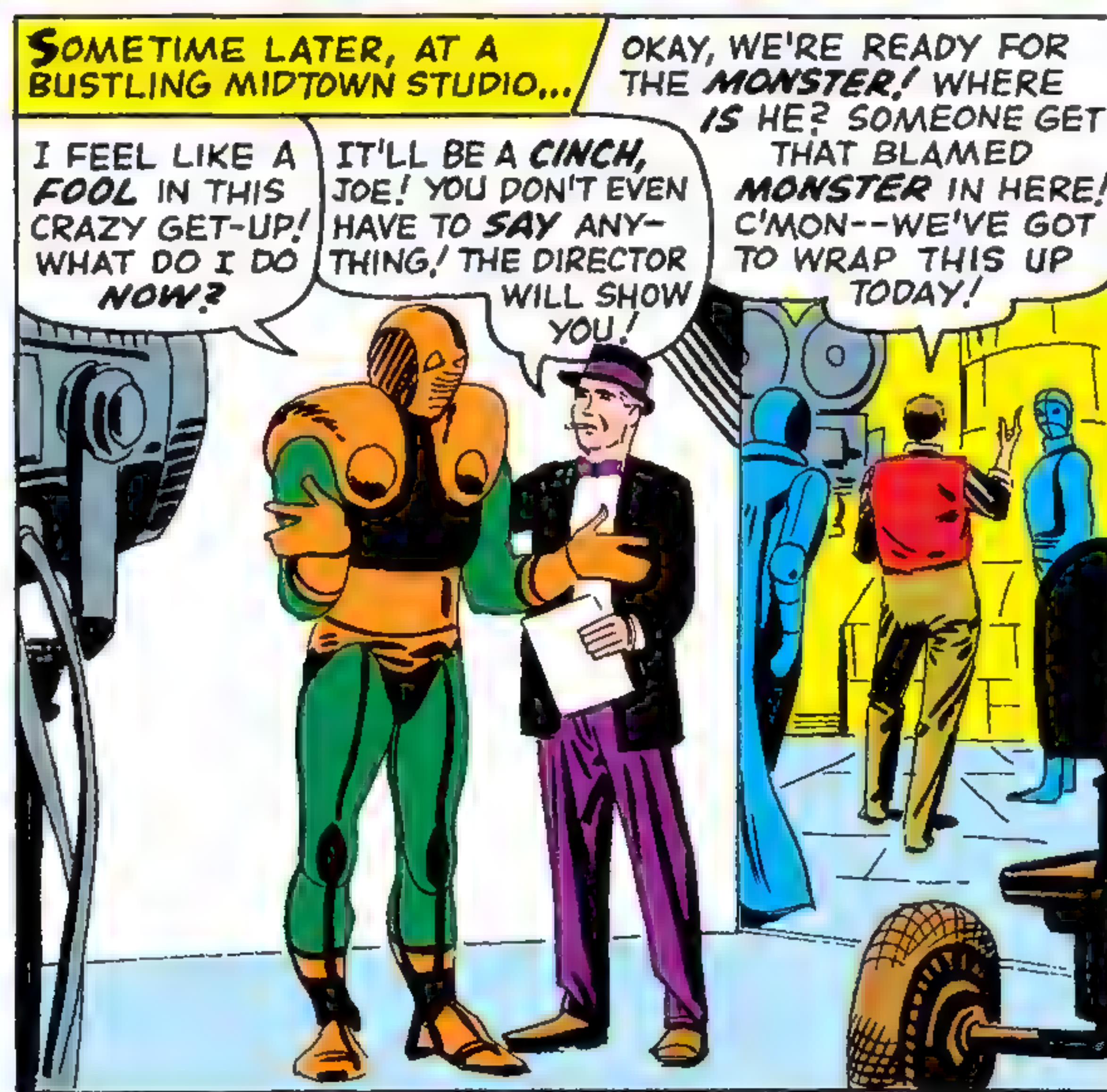
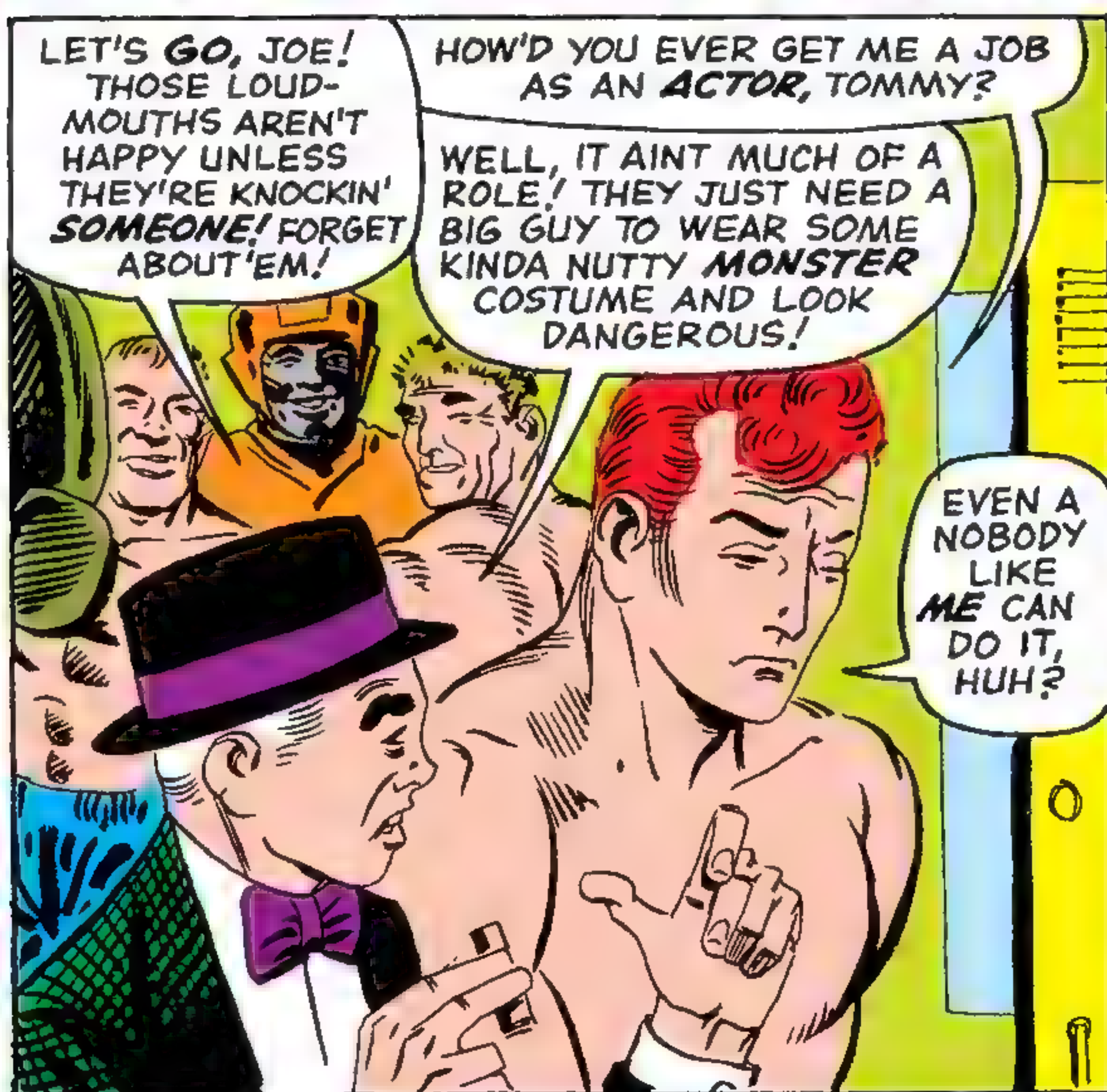
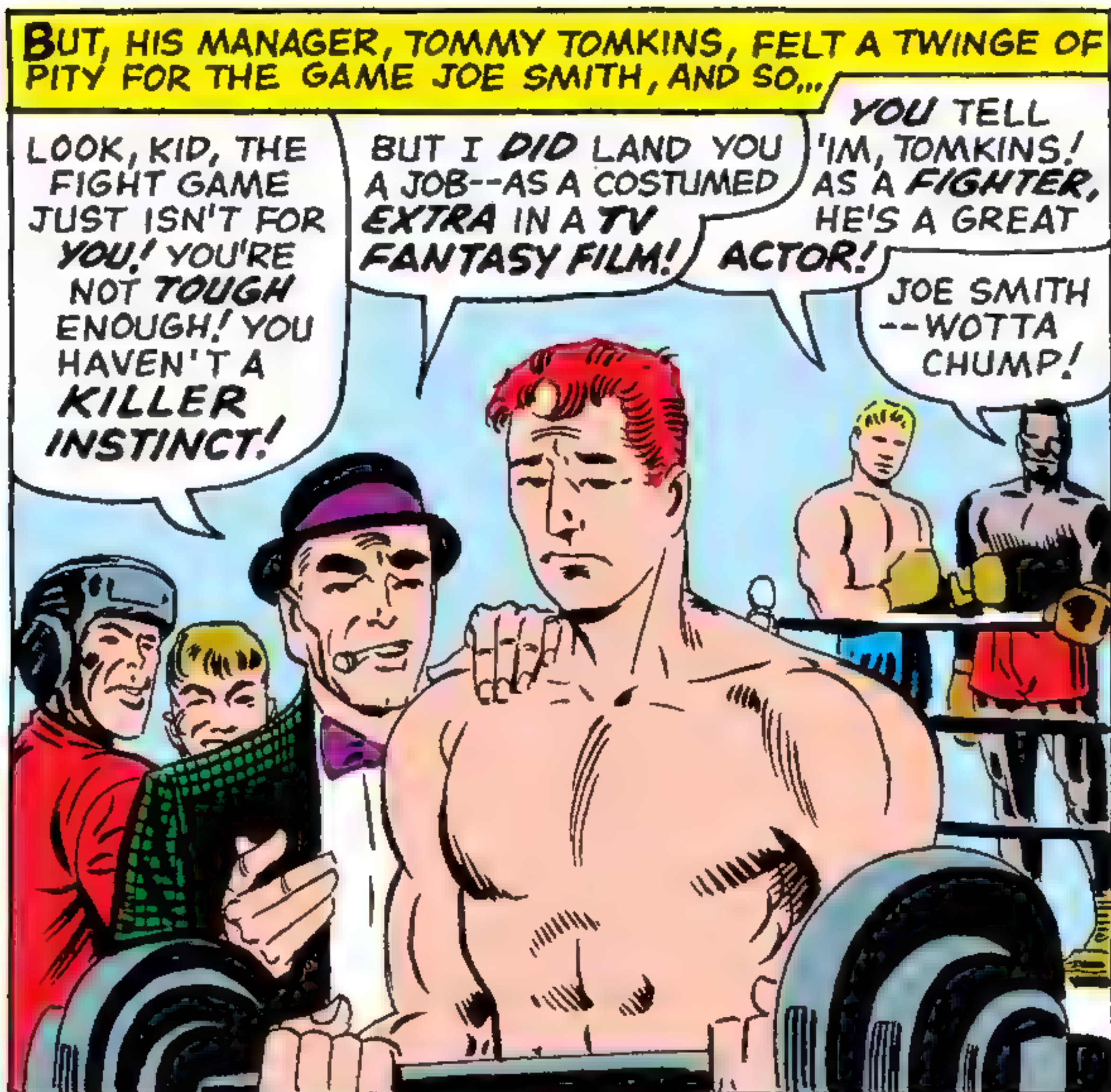
WOTTA BUM!

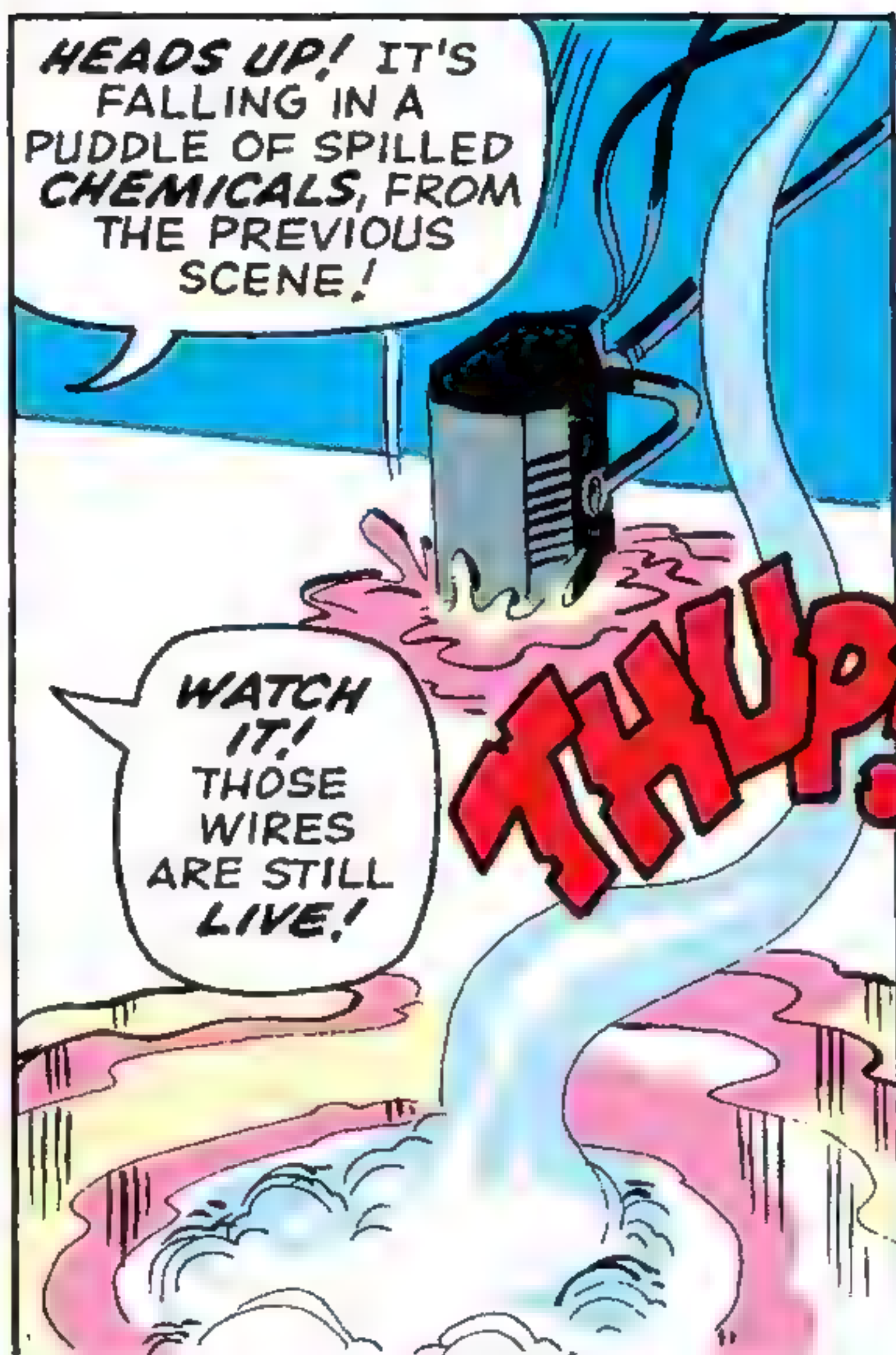
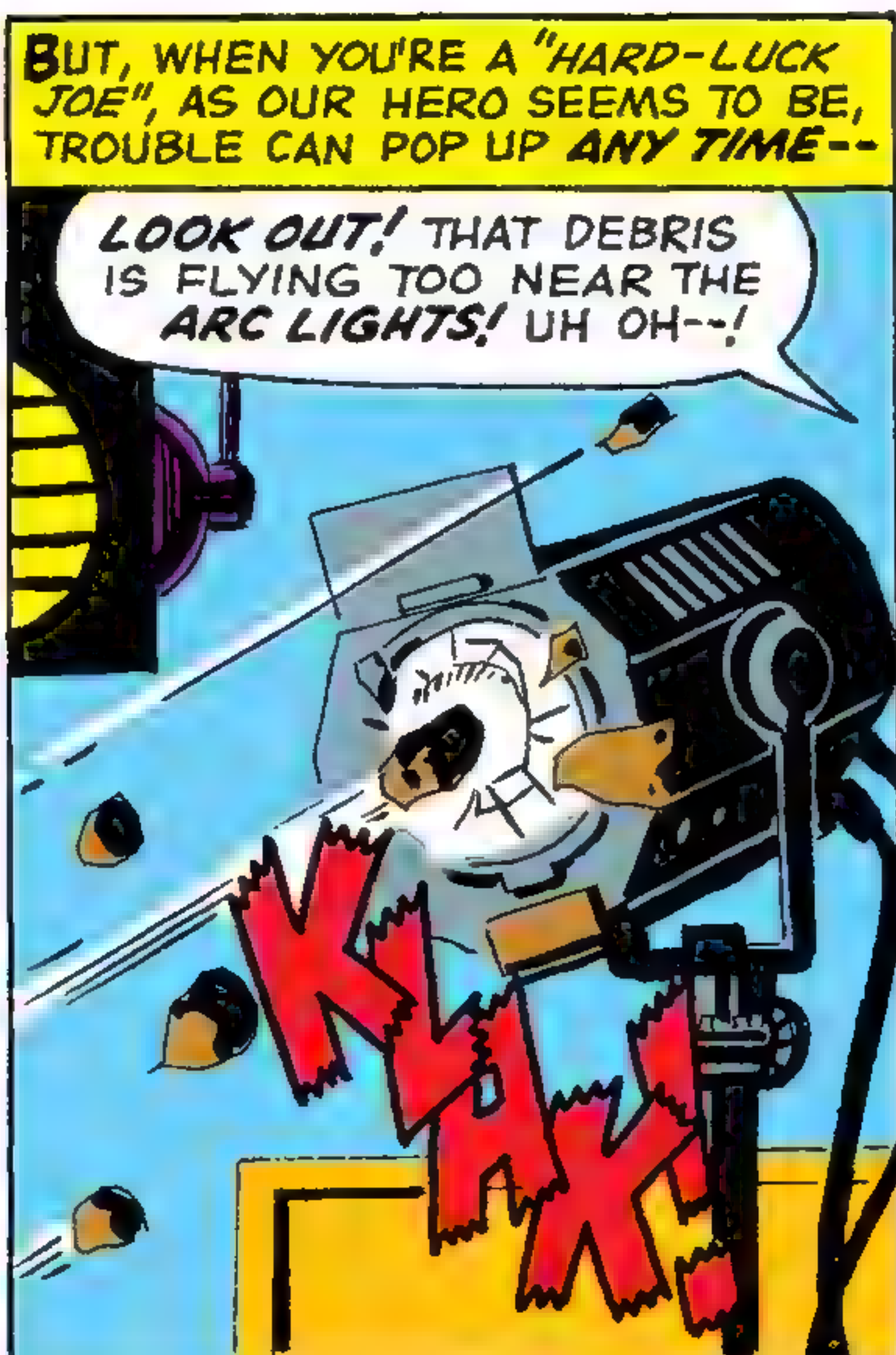


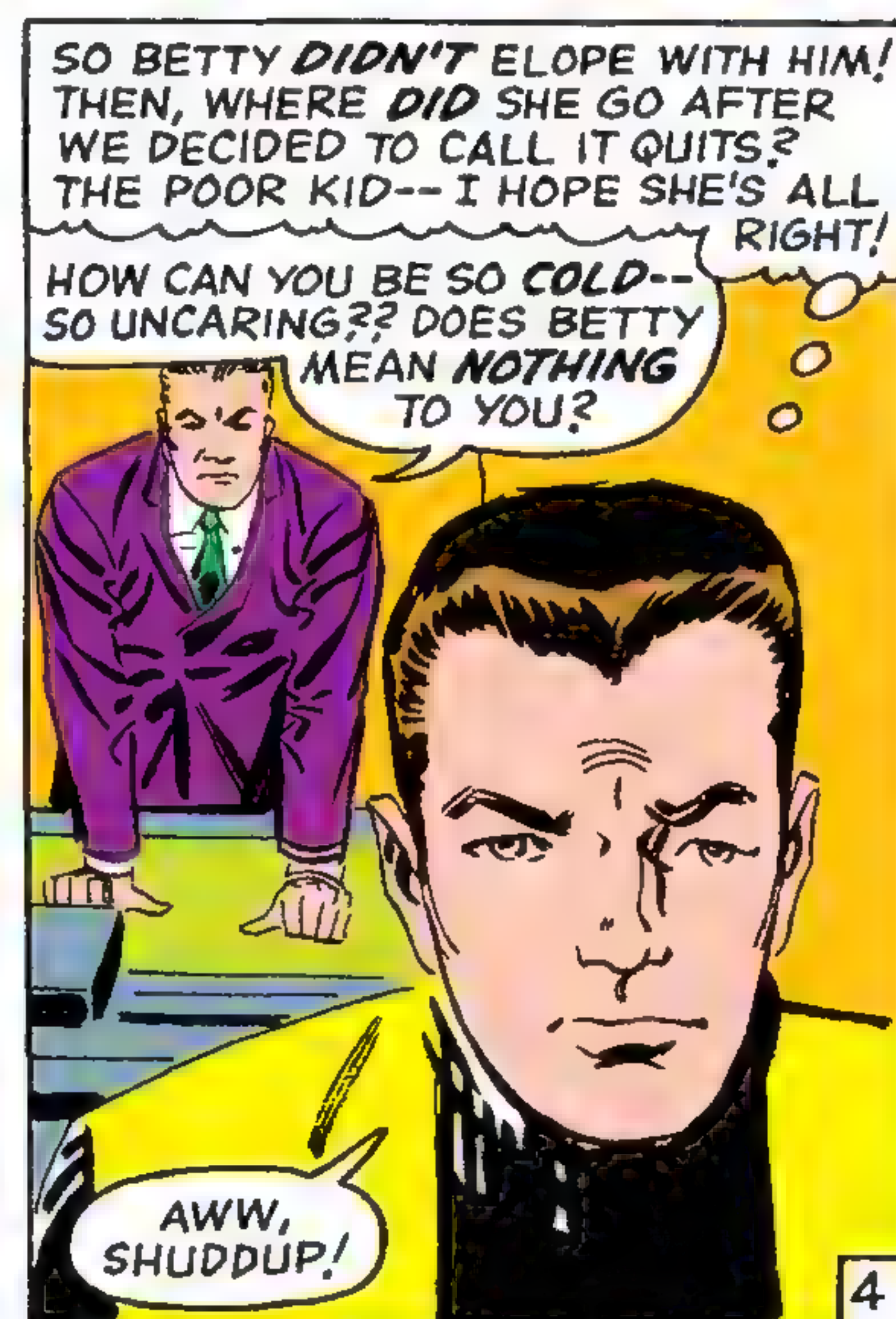
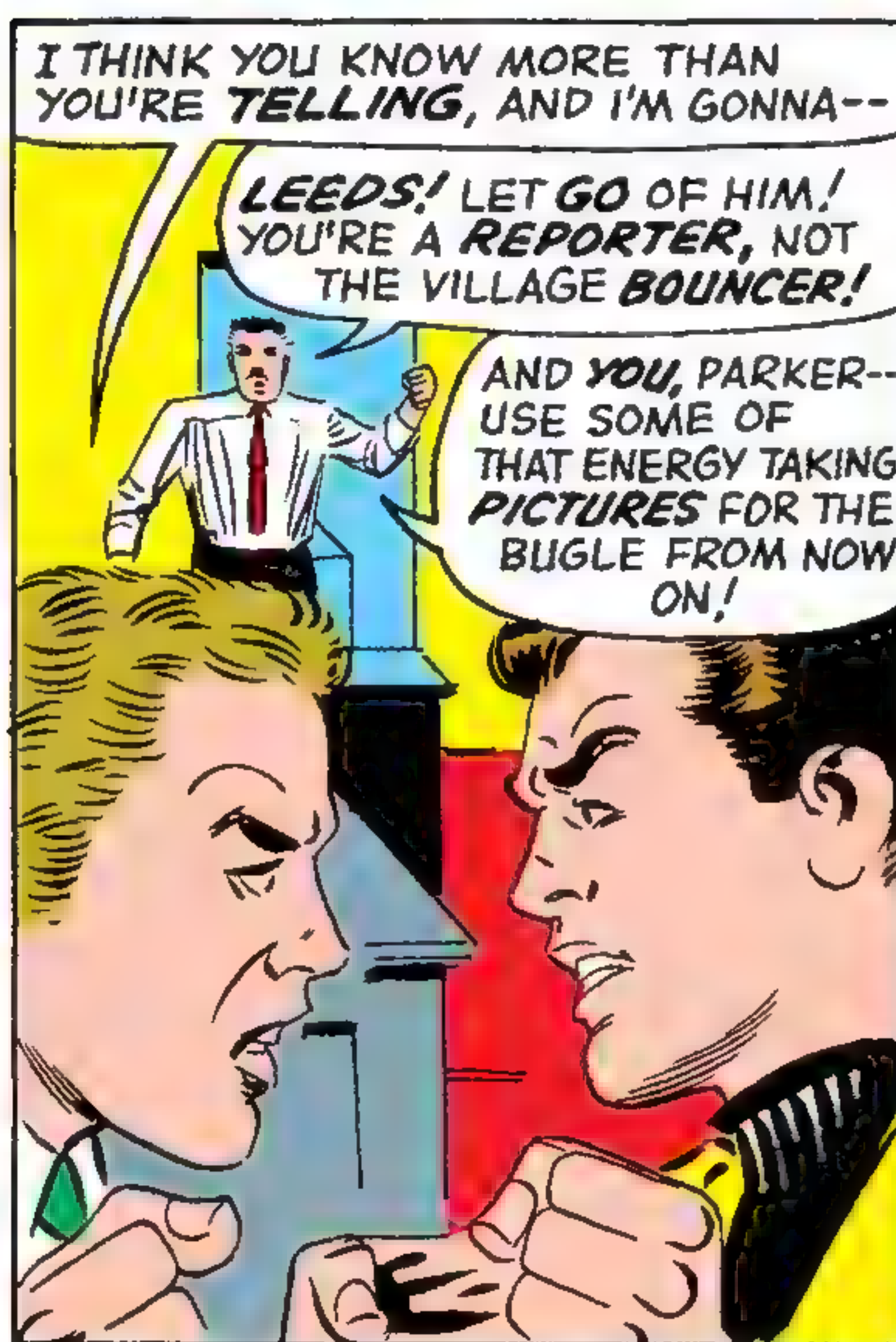
WRITTEN AND EDITED BY **STAN LEE**

PLOTTED AND DRAWN BY **STEVE DITKO**

LETTERED, UNFETTERED BY **ARTIE SIMEK**







PERHAPS I **SHOULD** HAVE TOLD BETTY THE TRUTH ABOUT MYSELF-- FROM THE BEGINNING!

EVERYTHING MIGHT HAVE BEEN DIFFERENT IF SHE KNEW THAT PETER PARKER IS-- **SPIDER-MAN!**

BUT, I CAN'T BE **SURE!** NO ONE CAN PREDICT A FEMALE'S REACTION!

I ALMOST HOPE THAT LEEDS **DOES** FIND HER! IT MIGHT BE FOR THE BEST!

WHAT CHANCE WOULD **WE** HAVE FOR HAPPINESS-- WITH THE SECRET I MUST ALWAYS CARRY WITH ME?!!

BUT NOW, LET'S CHANGE OUR SCENE BEFORE THERE'S NOT A DRY EYE LEFT IN THE HOUSE--

OKAY, FELLA-- IF YOU'RE FEELING BETTER NOW, WE'LL START SHOOTING THE **BIG FIGHT SCENE!**

I FEEL ALL RIGHT! LET'S GET IT **OVER** WITH!

REMEMBER, YOU'RE A MONSTROUS ALIEN BEING--AND YOU WANT TO DESTROY THOSE INNOCENT SPACE EXPLORERS!

SO, TEAR INTO THEM AS THOUGH THEY'RE YOUR WORST ENEMIES-- AND DON'T WORRY-- THEY'RE ALL WELL-TRAINED STUNT MEN-- THEY WON'T HURT YOU!

QUIIIIIET ON THE SET! SCENE SIXTEEN--TAKE ONE!

IT'S FUNNY! I FEEL AS THOUGH THEY ARE MY ENEMIES!

WOW! HE'S A NATURAL! HE'S MAKING EVERY PUNCH LOOK REAL!

I **DO** HATE THEM! I HATE **EVERYONE!** EVERYONE ALWAYS **LAUGHED** AT ME! BUT, THEY WON'T LAUGH ANY **MORE!**

THAT GUY'S **GREAT!** HE'S ANOTHER **LON CHANEY!**

THEY ALWAYS SAID I'D NEVER MAKE A GOOD FIGHTER BECAUSE I DIDN'T HAVE THE **KILLER INSTINCT--** BECAUSE I DIDN'T HAVE A **FIGHTER'S HEART--** BECAUSE I DIDN'T GET MAD ENOUGH!

BUT THEY'LL NEVER SAY THAT TO ME **AGAIN--** NOT **EVER!**

I DON'T EVEN THINK HE'S **ACTING!** IF YOU ASK **ME**, HE'S GONE **BERSERK!**

SHOULD WE **BREAK** IT UP?

NOT ON YOUR **LIFE!** THIS'LL BE THE **GREATEST** FIGHT SCENE I'VE EVER FILMED!!

BUT THEN, MINUTES LATER--

WAIT! COME BACK! OUR CAMERAS AREN'T SET UP TO TAKE PICTURES IN THE STREET!

CAMERAS? WHO CARES ABOUT CAMERAS?!!

CRASH!

ALL I WANT TO DO IS STRIKE BACK AT EVERYBODY!! MAKE THEM ALL SORRY THEY LAUGHED AT ME!! I'LL SHOW THEM! I'LL SHOW THEM ALL!

BEFORE I'M DONE--THEY'LL REALIZE THAT JOE SMITH IS SOMEBODY!! BUT--I DON'T GET IT! I DON'T UNDERSTAND--!

WHERE DID ALL THIS STRENGTH COME FROM?? HOW COME I CAN LIFT A COUPLE OF CARS SO EASILY??

AND, WALKING DOWN THAT VERY STREET, WE FIND--

OF COURSE, BEING A REPORTER, THERE'S A GOOD CHANCE THAT NED LEEDS MIGHT BE ABLE TO LOCATE BETTY--!

WATCH IT, FELLA! DON'T WALK IN THAT DIRECTION!

RUN! THE STREET ISN'T SAFE WITH THAT COSTUMED POWERHOUSE BACK THERE!

SHE'S SO ALONE! NO FAMILY--NO FRIENDS! IF ONLY I KNEW SHE WAS OKAY! WHAT IF SHE NEEDS SOMETHING?

IF-IF ANYTHING'S WRONG-- I'LL ALWAYS FEEL IT WAS MY FAULT!

THOK!

BIK!

SAY! WHAT'S GOING ON HERE?

-WOW!-- I DON'T KNOW WHO THAT IS--BUT I GUESS IT'S WEB-SPINNING TIME!!

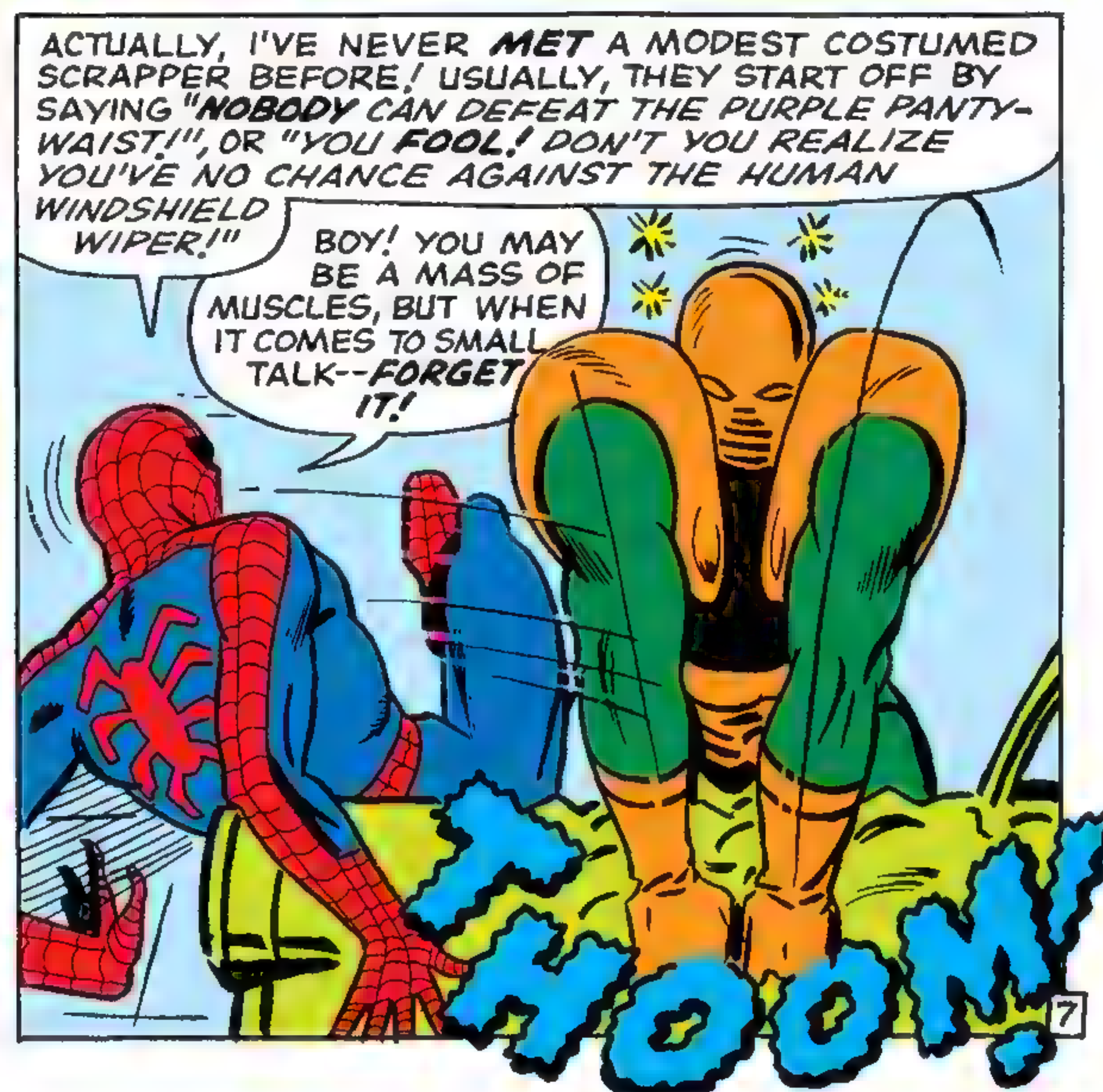
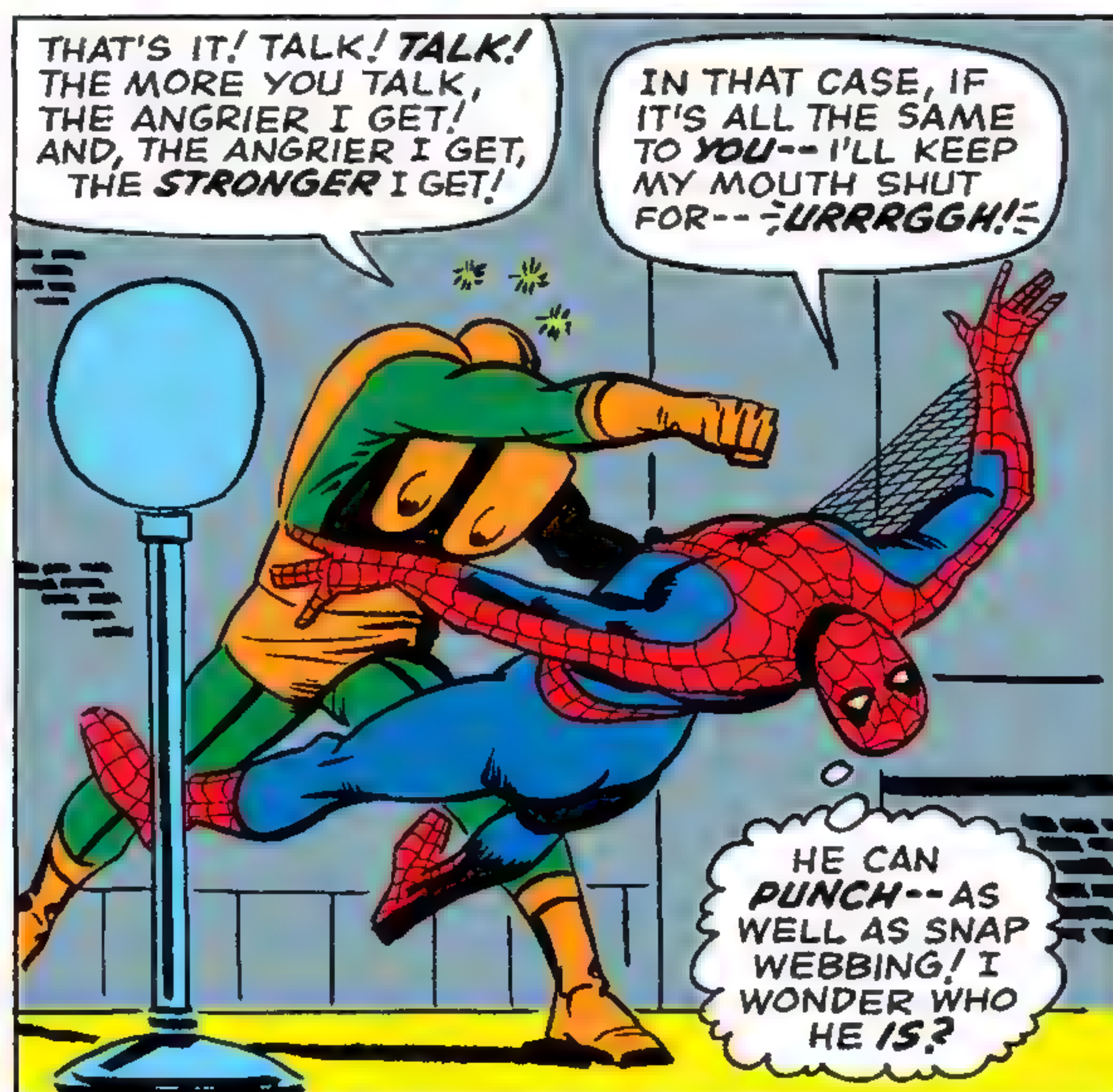
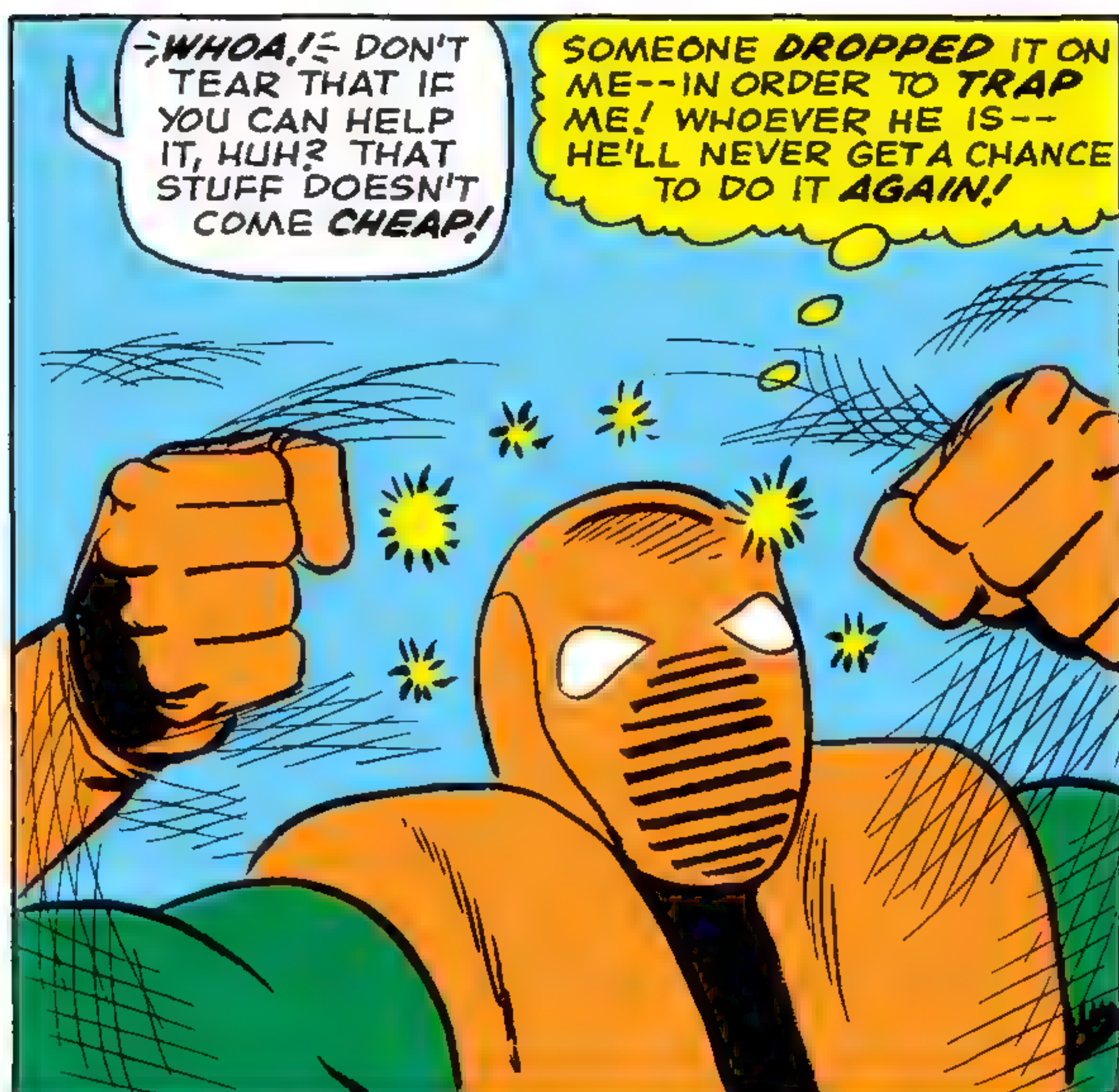
IT LOOKS LIKE SOME REFUGEE FROM A HALLOWEEN PARTY RUNNING AMOK!

I'D BETTER SLOW HIM DOWN WITH SOME WEBBING UNTIL I LEARN WHO--AND WHAT--HE IS!

GERONIMO!! RIGHT ON TARGET!

SOMETHING DROPPED ON ME--!

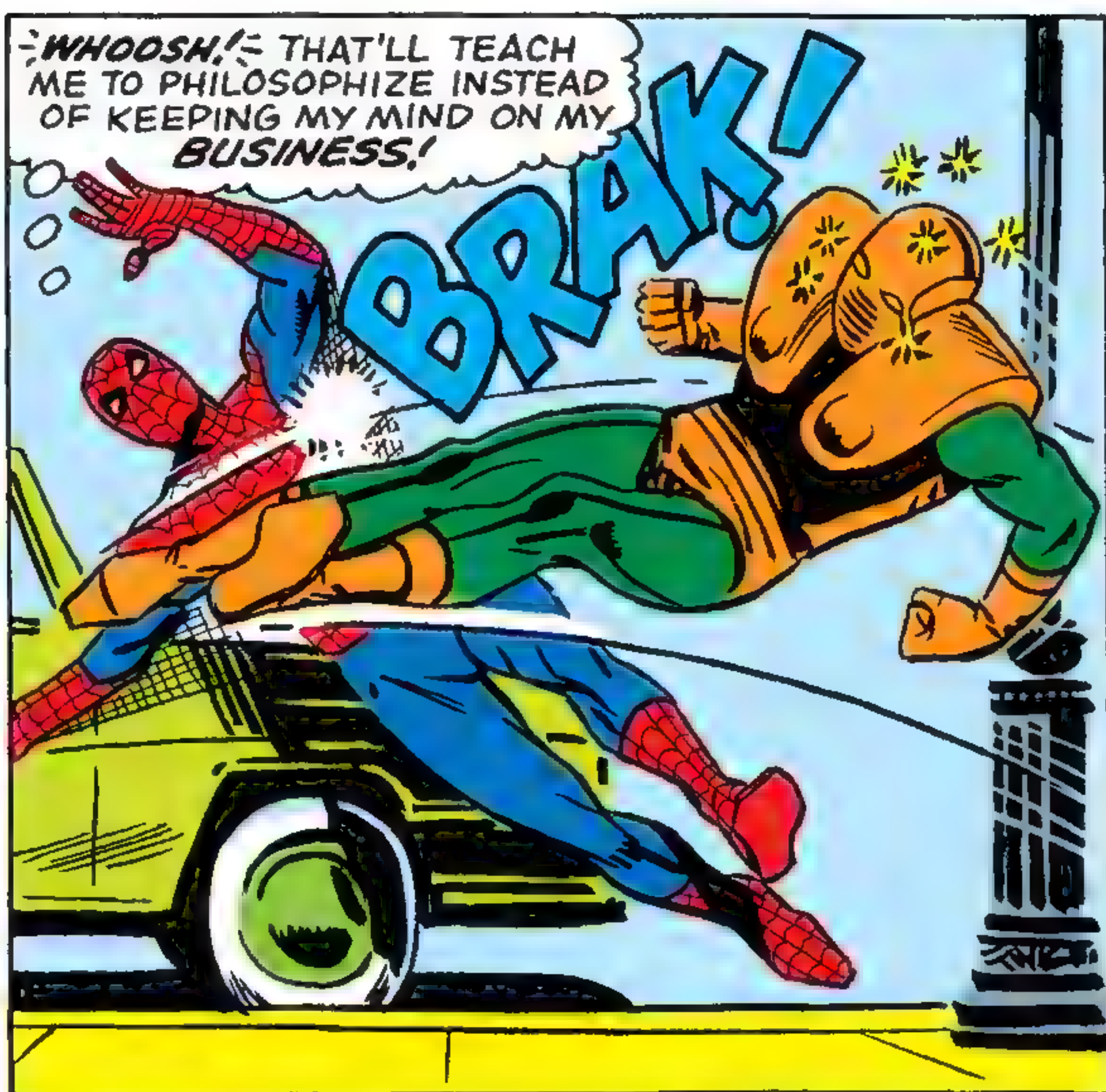
SOME KIND OF THIN, STICKY THREAD!!





YOU MUST FIGURE IF YOU CAN'T BEAT A FELLA BY **FIGHTING** HIM, YOU'LL **BORE** HIM TO DEATH WITH YOUR **SILENCE!**

I'VE NEVER FOUGHT ANYONE **LIKE** HIM BEFORE! IT'S AS THOUGH HE ISN'T QUITE **WITH** IT! BUT, HOW DID HE EVER BECOME SO **STRONG??!**



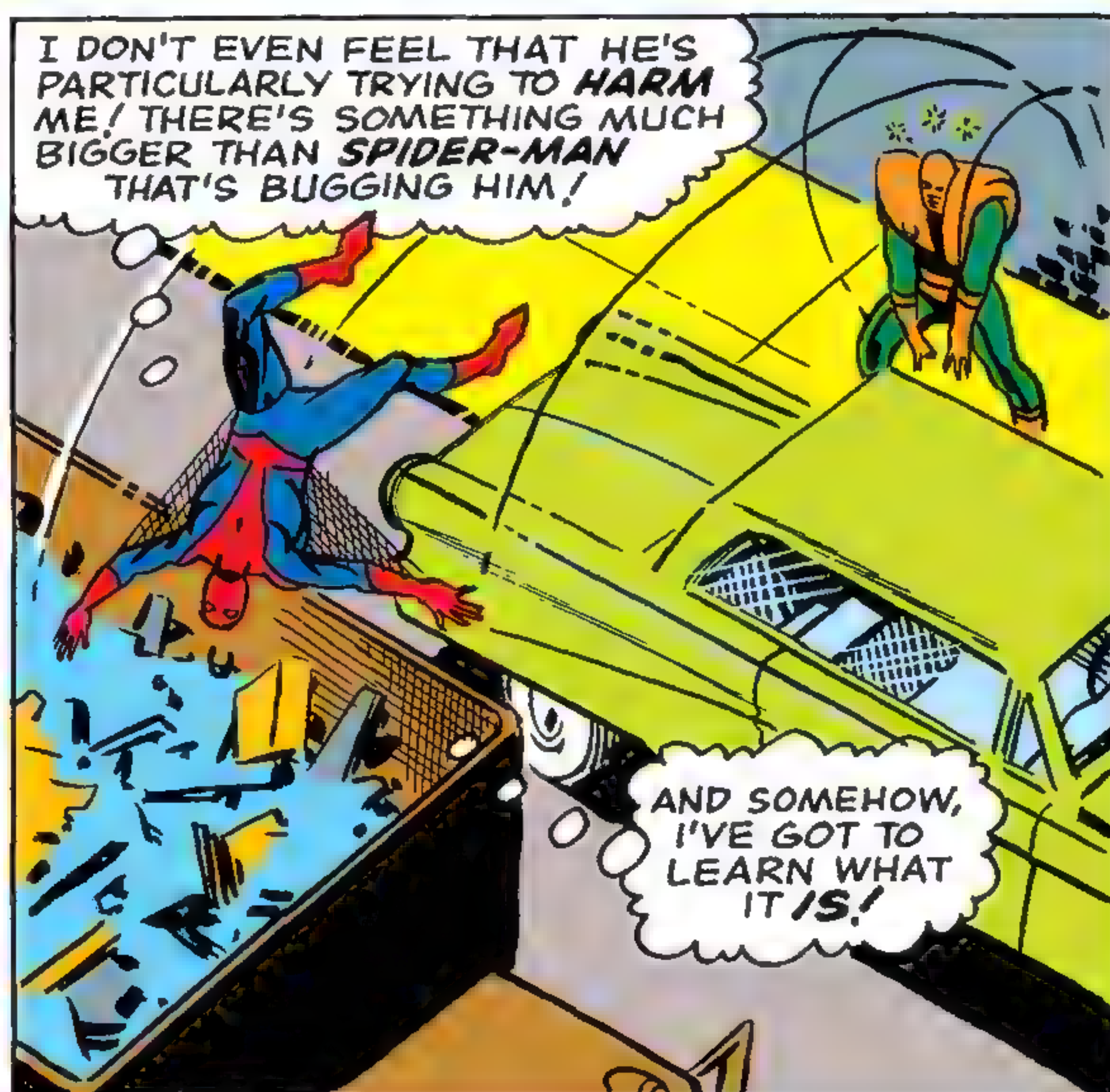
WHOOSH! THAT'LL TEACH ME TO PHILOSOPHIZE INSTEAD OF KEEPING MY MIND ON MY **BUSINESS!**

BRAK!



AWW, C'MON-- **LET GO!** I CAN BEAR BEING **BEATEN** --BUT, THIS IS TOO **UNDIGNIFIED!**

THE **WACKIEST** PART ABOUT THIS IS I DON'T KNOW **WHO** I'M FIGHTING-- NOR WHAT WE'RE FIGHTING **ABOUT!**



I DON'T EVEN FEEL THAT HE'S PARTICULARLY TRYING TO **HARM** ME! THERE'S SOMETHING MUCH BIGGER THAN **SPIDER-MAN** THAT'S BUGGING HIM!

AND SOMEHOW, I'VE GOT TO LEARN WHAT IT IS!



MY HEAD-- IT'S **CLEARING!** THE STRANGE **MIST** IS BEGINNING TO FADE AWAY!

JOE! I'M GLAD I **FOUND** YOU! COME ON, KID-- YOU'VE GOT TO GET **OUT** OF HERE!

I-I DON'T KNOW WHAT CAME **OVER** ME!



NO TIME FOR GUESSING GAMES NOW, JOE! YOU'RE IN A **JAM**--BUT I'LL STAND BY YOU!--EVEN THOUGH I OUGHTTA HAVE MY **HEAD** EXAMINED FOR IT! COME **ON**--!

FORGET YOU FOR THIS, TOMMY!

I WON'T WISH YOU A BORN **LOSER**, KID!

WOULD!



AND, BY THE TIME **SPIDEY** RETURNS TO THE SCENE OF BATTLE, HE FINDS--

HE'S **GONE!**

FIRST TIME I'VE EVER **OWED** A FELLA SOME WHACKS, WITHOUT EVEN KNOWING WHAT HE **CALLS** HIMSELF!

AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN...

THANKS FOR THE LIFT, HARRY!

DON'T MENTION IT, PA!

CAN FLASH AND I BORROW THE CAR FOR THE REST OF THE EVENING?

SURE! WHY NOT?

WHAT A GREAT GUY MR. OSBORN IS!

BUT, A FEW SECONDS LATER...

I THOUGHT THEY'D NEVER DRIVE AWAY!

NOW'S MY CHANCE TO MAKE A QUICK CHANGE! NO ONE IS APT TO NOTICE IN THIS GLOOMY, DARKENED CORNER...

THERE! NOW, WITH MY IDENTITY SAFELY DISGUISED, IT'S TIME FOR ME TO KEEP MY LITTLE APPOINTMENT!

AND SO...

YOU CALLED US TOGETHER TO DO A JOB FOR YOU, AND YOU WON'T EVEN TELL US WHO YOU ARE?

THAT'S RIGHT! MY OWN IDENTITY IS OF NO IMPORTANCE!

AT FIRST I THOUGHT HE WAS PUTTIN' US ON--BUT HE ISN'T!

NOPE! HE MEANS IT, ALL RIGHT!

BUT IT ISN'T POSSIBLE! HOW CAN WE DO IT??

WHAT CHANCE WOULD WE HAVE OF FINISHING OFF --SPIDER-MAN?!!

AS YOU CAN SEE, I'M PREPARED TO PAY HANDSOMELY TO INSURE THAT SPIDER-MAN NEVER INTERFERES WITH ME AGAIN!

AND, TO PREVENT ANY DOUBLE-CROSSING, I'VE CUT THESE BILLS IN HALF! YOU TAKE ONE HALF NOW--I'LL DELIVER THE OTHER HALF WHEN THE WEB-SLINGER HAS BEEN PUT OUT OF ACTION!

YOU KNOW I'LL PAY OFF, SINCE MY HALF IS WORTHLESS TO ME NOW, ANYWAY!

IT'S A DEAL!

HANDLE IT ANY WAY YOU WANT TO! ALERT THE ENTIRE UNDERWORLD TO THE REWARD I'M OFFERING! SPIDER-MAN CAN'T ELUDE ALL OF YOU!

WITH ALL THAT BREAD WAITIN' FOR US, HE AINT GOT A CHANCE!

WHAT'S HE DONE TO YOU THAT MAKES YOU SO ANXIOUS TO GET 'IM?

THAT'S MY BUSINESS! JUST YOU HANDLE YOUR END OF THE DEAL--AND DON'T ASK TOO MANY QUESTIONS!

RELAX, MY FRIEND! SPIDER-MAN IS AS GOOD AS KAPUT!

AND NOW, WHILE WE ALL CLEAR OUR HEADS AND TRY TO UNDERSTAND WHAT'S GOING ON HERE, LET'S QUICKLY VISIT THE CAMPUS AT EMPIRE STATE U...

HI, GALS! WAIT UP FOR US!

LOOK, GWEN! IT'S FLASH THOMPSON AND HARRY OSBORN!

I KNOW--THE TWO CHARTER MEMBERS OF THE "LET'S HATE PETE PARKER" CLUB!

WHILE, JUST A STONE'S THROW AWAY...

ANOTHER STUDENT PROTEST! WHAT ARE THEY AFTER **THIS** TIME?

DIDN'T YOU **HEAR?** THEY'RE PROTESTING TONIGHT'S PROTEST MEETING!

IT FIGGERS!

HEY, PARKER! NOT SO FAST! WE CAN USE ANOTHER MAN TO CARRY A SIGN! C'MON, JOIN IN THE PROTEST MARCH!

NOT **ME!** I HAVEN'T GOT **TIME!** BESIDES, I'VE NOTHING TO PROTEST ABOUT!

NOTHING TO **PROTEST** ABOUT?? WHAT **ARE** YOU-- SOME KINDA RELIGIOUS FANATIC, OR SOMETHIN'?

WHAT **SMATTER** WITH YOU? AREN'T YOU INTERESTED IN SAVING THE WORLD??

ANYWAY, IT'S AN EXCUSE TO CUT CLASSES!

--AND MAYBE YOU'LL GET YOUR PICTURE IN **NEWSWEEK!**

SAY! LOOK WHO'S OVER THERE WITH THE **MARCHERS!**

IT'S THAT LIGHT-WEIGHT, **PETER PARKER!** WOULDN'TCHA **KNOW** IT?

HE'S NOT **WITH** THEM! LOOK--HE'S **LEAVING!**

C'MON, PARKER-- IF YOU JOIN **OUR** PROTEST MEETING, WE'LL JOIN ONE OF **YOURS** SOME TIME!

SURE! AND, IF YOU'VE NOTHING TO PROTEST, DON'T WORRY ABOUT IT! **THAT** WON'T STOP US!

FORGET IT!

AWW-- YOUR COUSIN LIKES LAWRENCE WELK!

GOWAN BACK TO **SQUARESVILLE**, YOU ROSY-CHEEKED REACTIONARY!

I'D BETTER CUT OUT, BEFORE I **GIVE** THEM SOMETHING TO PROTEST ABOUT!

JUST AS I **THOUGHT**, PARKER-- YOU'RE EVEN TOO PUNY TO CARRY A **SIGN**, HUH?

NO MATTER **WHAT** FLASH SAYS TO ME, IT'S HARD TO GET **MAD** AT HIM! EVEN THOUGH HE HAS NO USE FOR PETER PARKER, HE'S ONE OF **SPIDER-MAN'S** MOST LOYAL FANS!

DON'T YOU **EVER** LOSE YOUR TEMPER, MOP TOP?

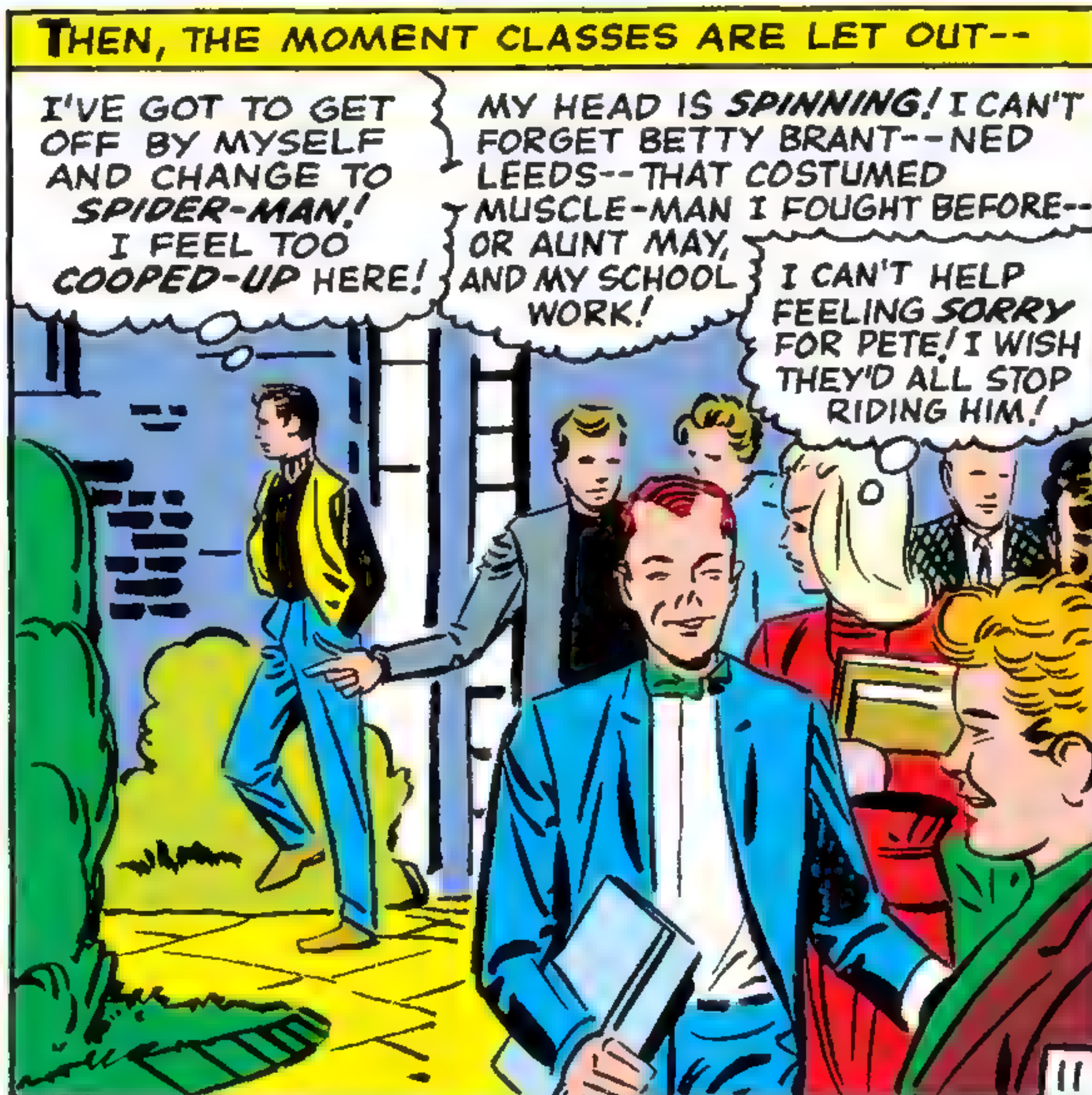
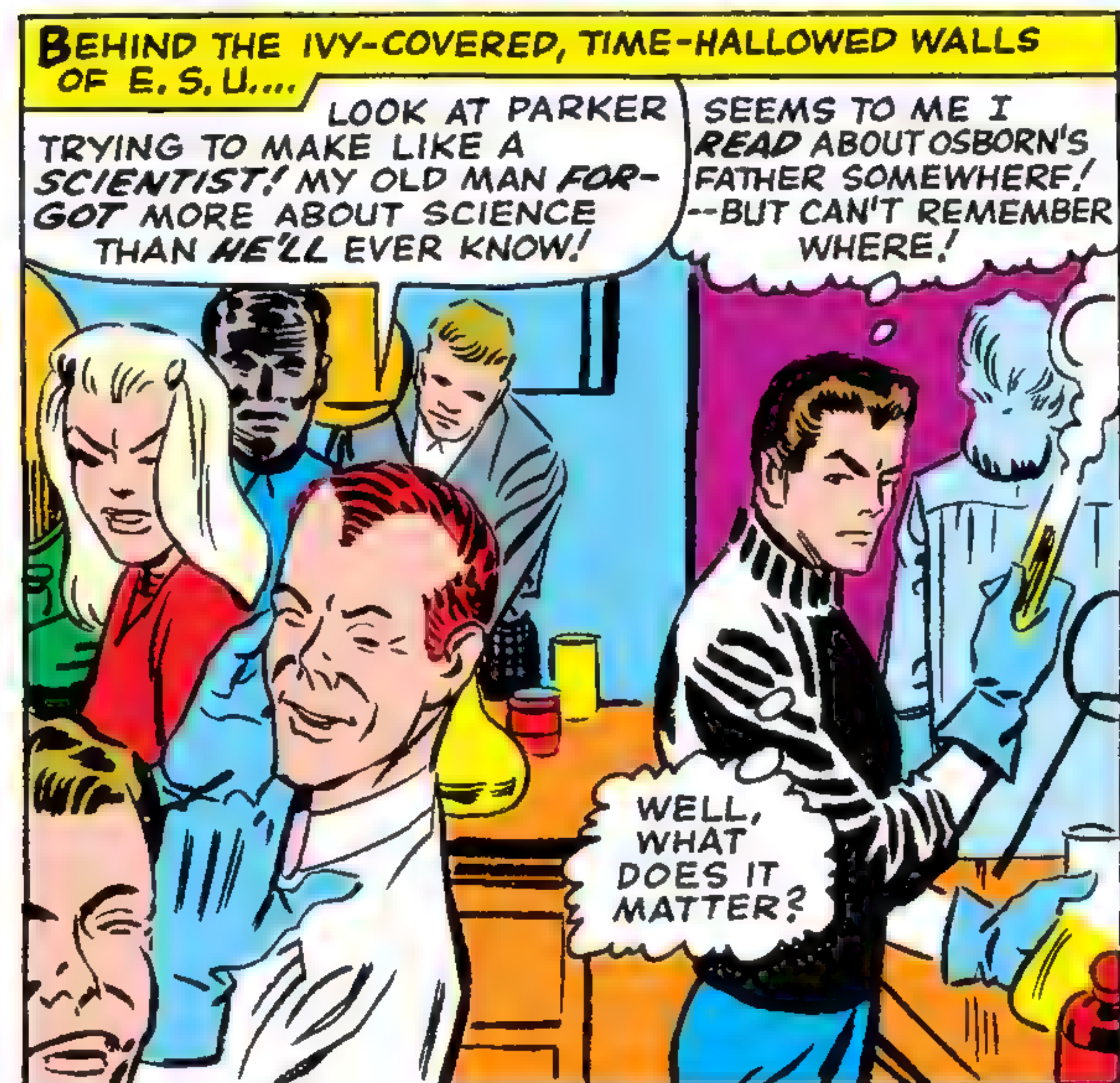
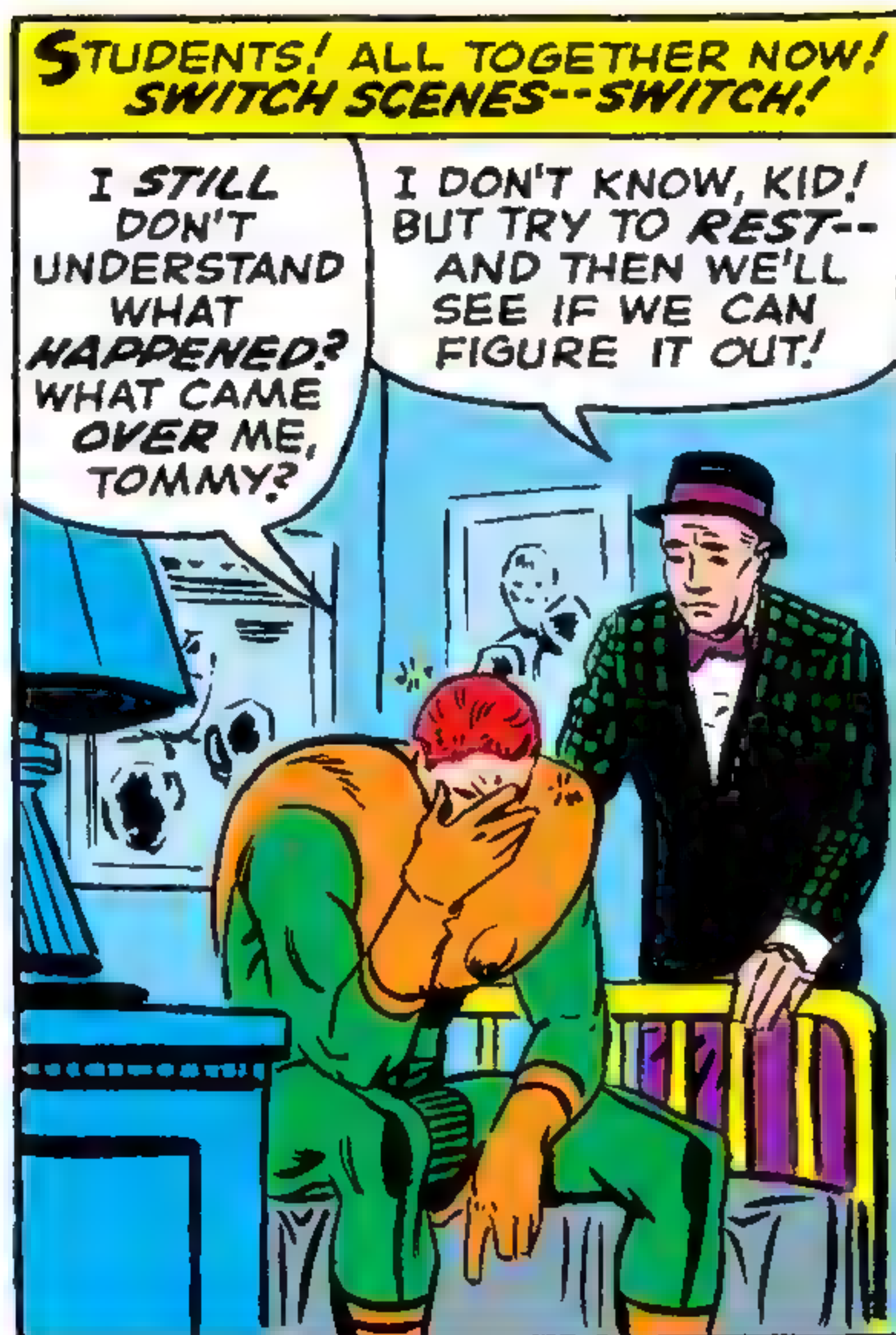
SURE! BUT NOT WHEN A BIG ZERO LIKE **YOU** TRIES TO GOAD ME!

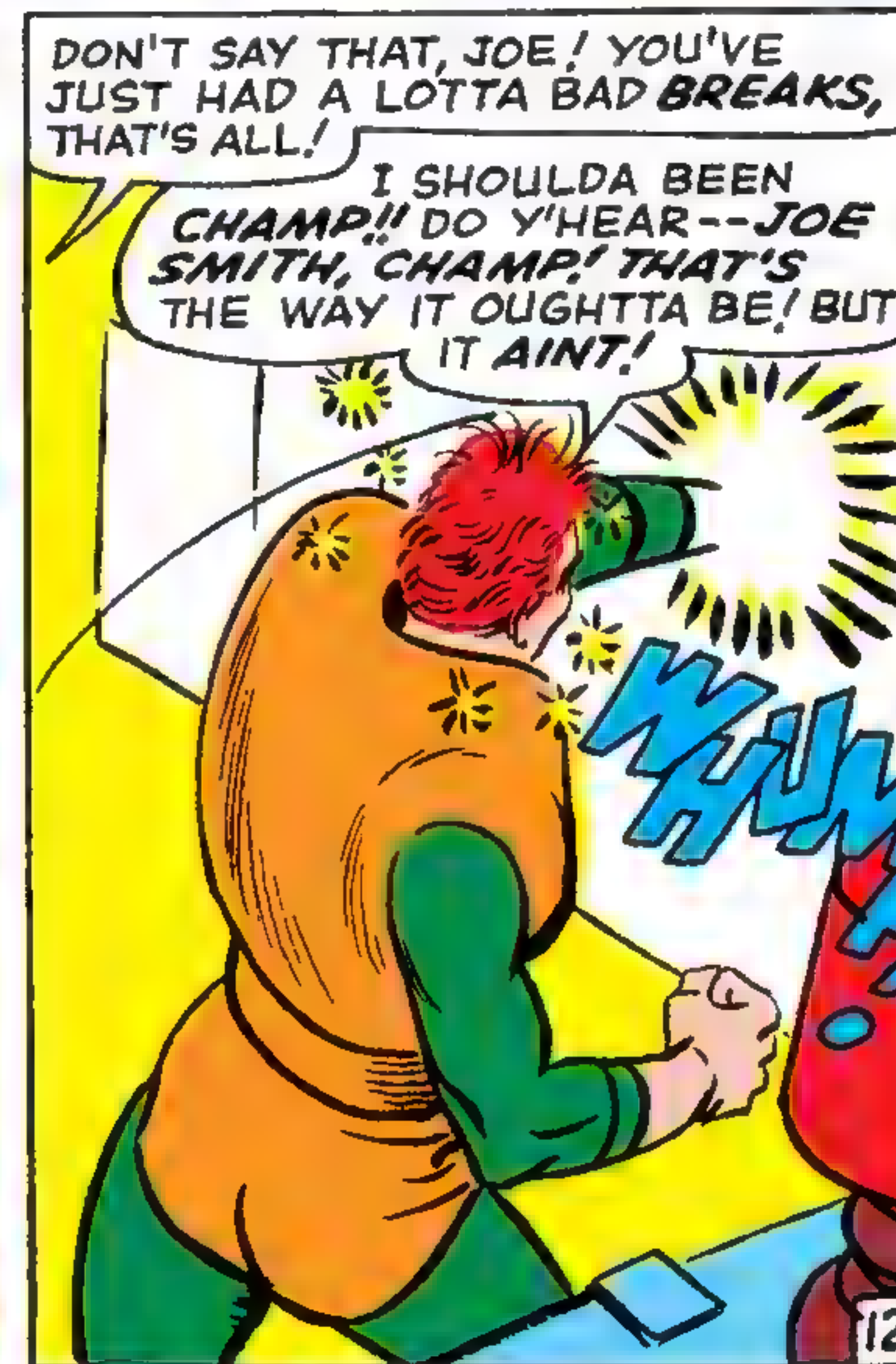
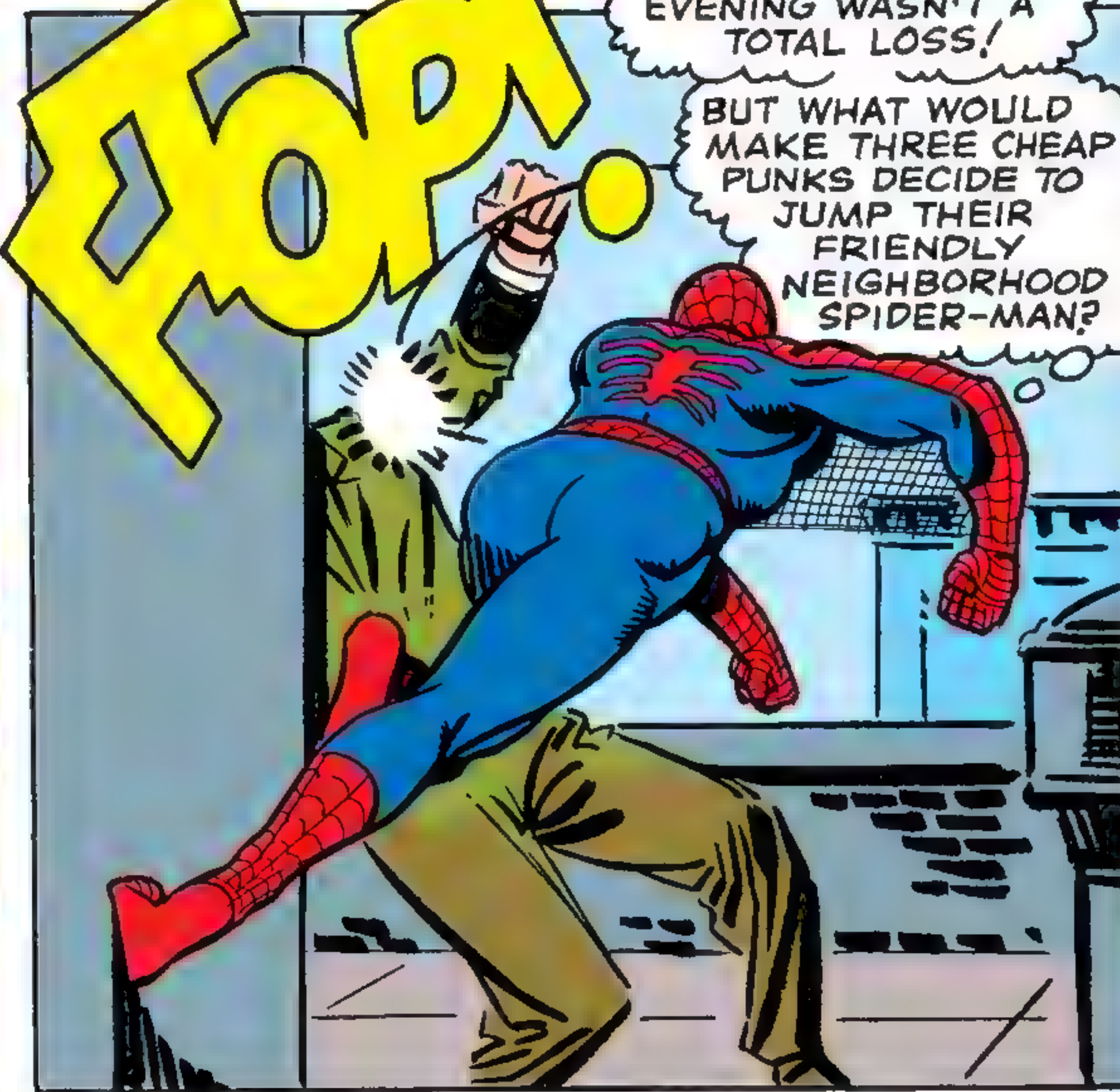
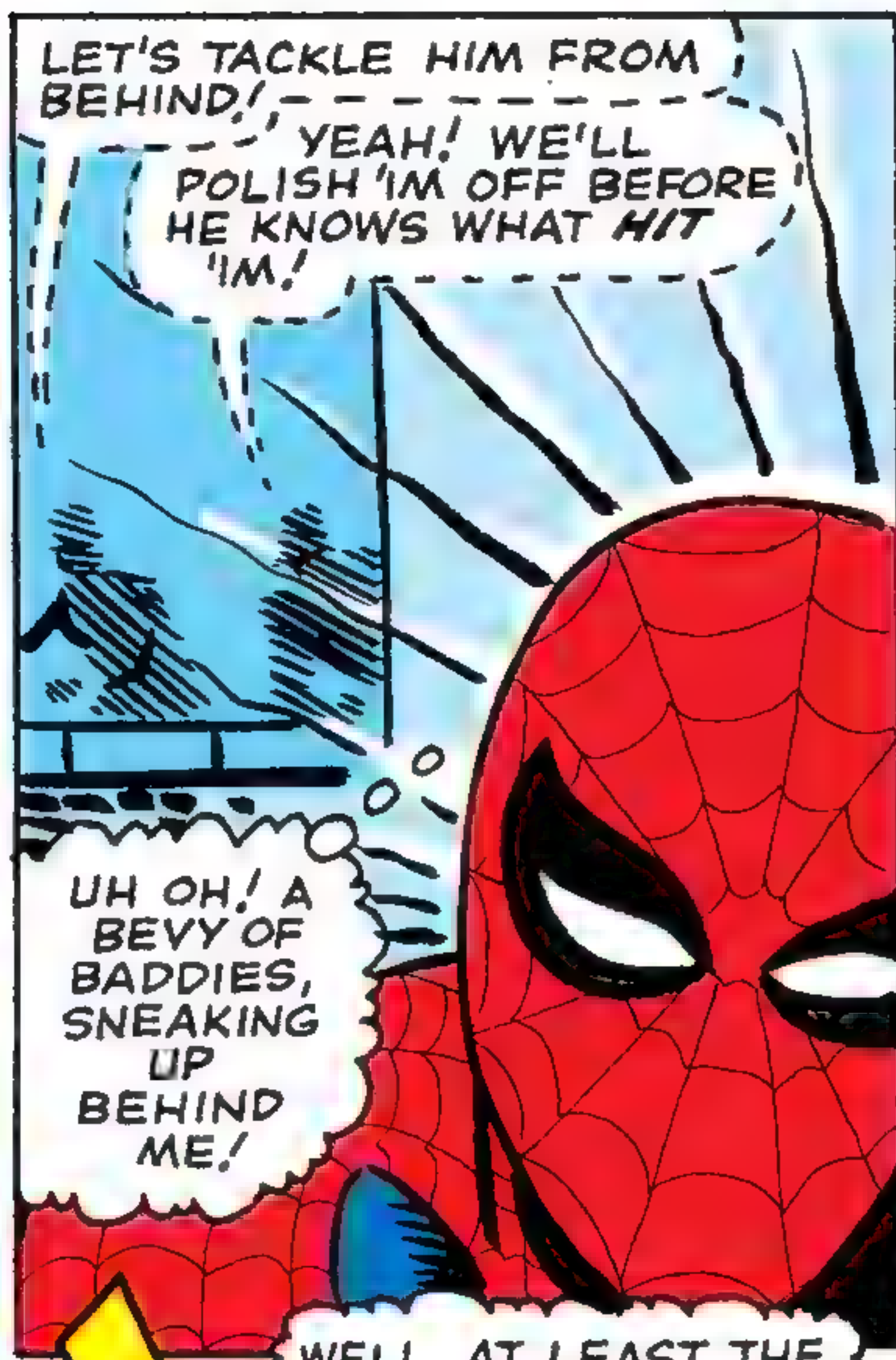
I DON'T **GET** IT, FLASH! WHY DIDN'T YOU TAKE A **POKE** AT HIM? I WOULD HAVE!

WELL, HE'S STILL **THERE!** GO ON--BE MY GUEST!

AWW--I'D BE AFRAID OF **HURTING** HIM!

NO MATTER WHAT THE **OTHERS** SAY, THERE'S SOMETHING SO **STRONG--**SO **PROUD** ABOUT PETER PARKER--!







FOR THE LUVVA MIKE! YOU'RE JUST AS STRONG AS YOU WERE IN THE STREET BEFORE!

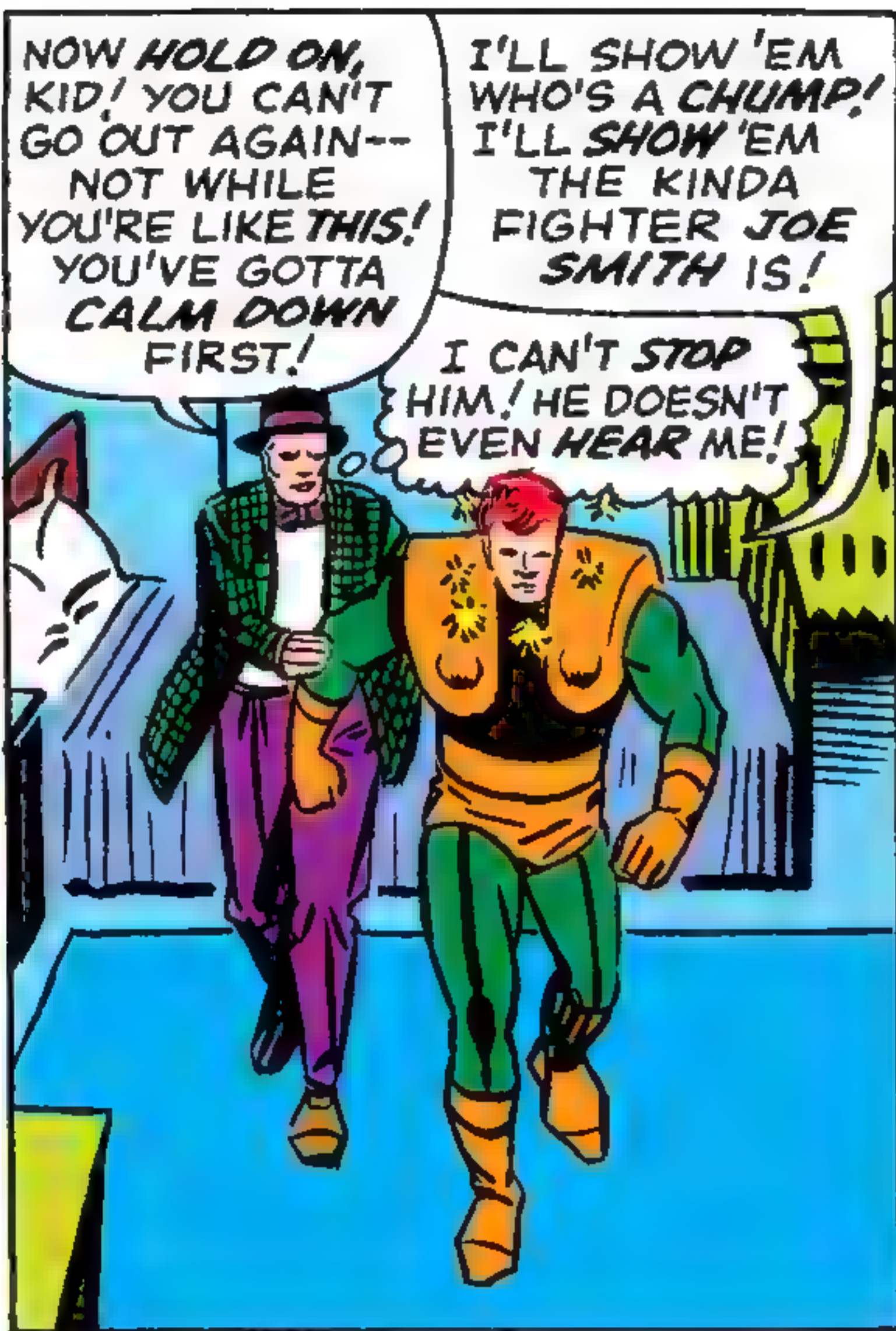
UH OH! SOMETHING'S HAPPENING TO HIM AGAIN! HE DON'T EVEN KNOW THAT I'M HERE!

I CAN STILL BE THE CHAMP! I'M BIG ENOUGH-- AND STRONG ENOUGH-- AND TOUGH ENOUGH!!



AND I HATE 'EM ALL! I STILL REMEMBER HOW EVERYONE LAUGHED AT ME! THEY SAID I DIDN'T HAVE A FIGHTER'S HEART!

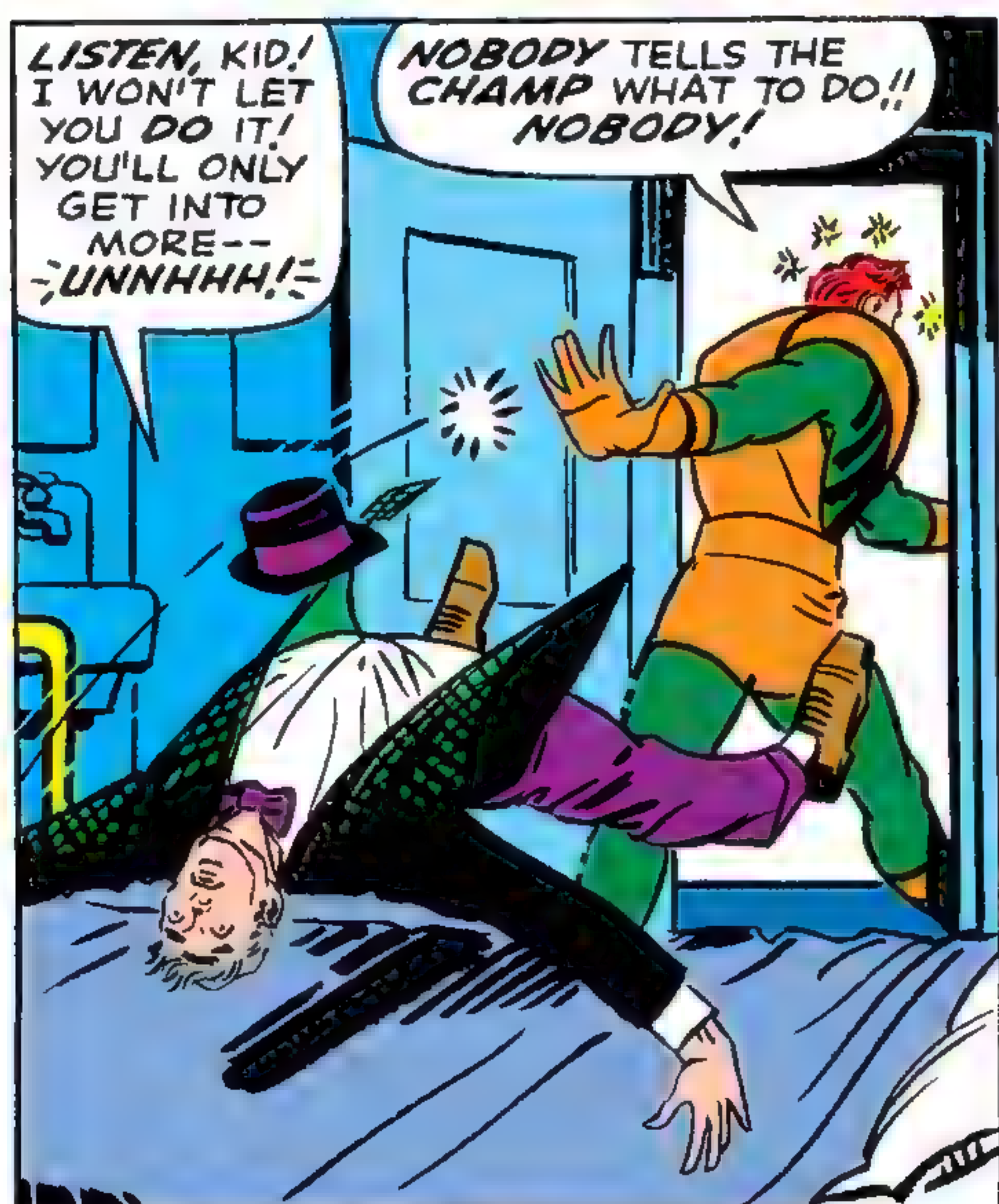
WELL, I GOT IT NOW! AND I'LL PROVE IT-- TO ALL OF 'EM!



NOW HOLD ON, KID! YOU CAN'T GO OUT AGAIN-- NOT WHILE YOU'RE LIKE THIS! YOU'VE GOTTA CALM DOWN FIRST!

I'LL SHOW 'EM WHO'S A CHUMP! I'LL SHOW 'EM THE KINDA FIGHTER JOE SMITH IS!

I CAN'T STOP HIM! HE DOESN'T EVEN HEAR ME!



LISTEN, KID! I WON'T LET YOU DO IT! YOU'LL ONLY GET INTO MORE-- UNHHH!!

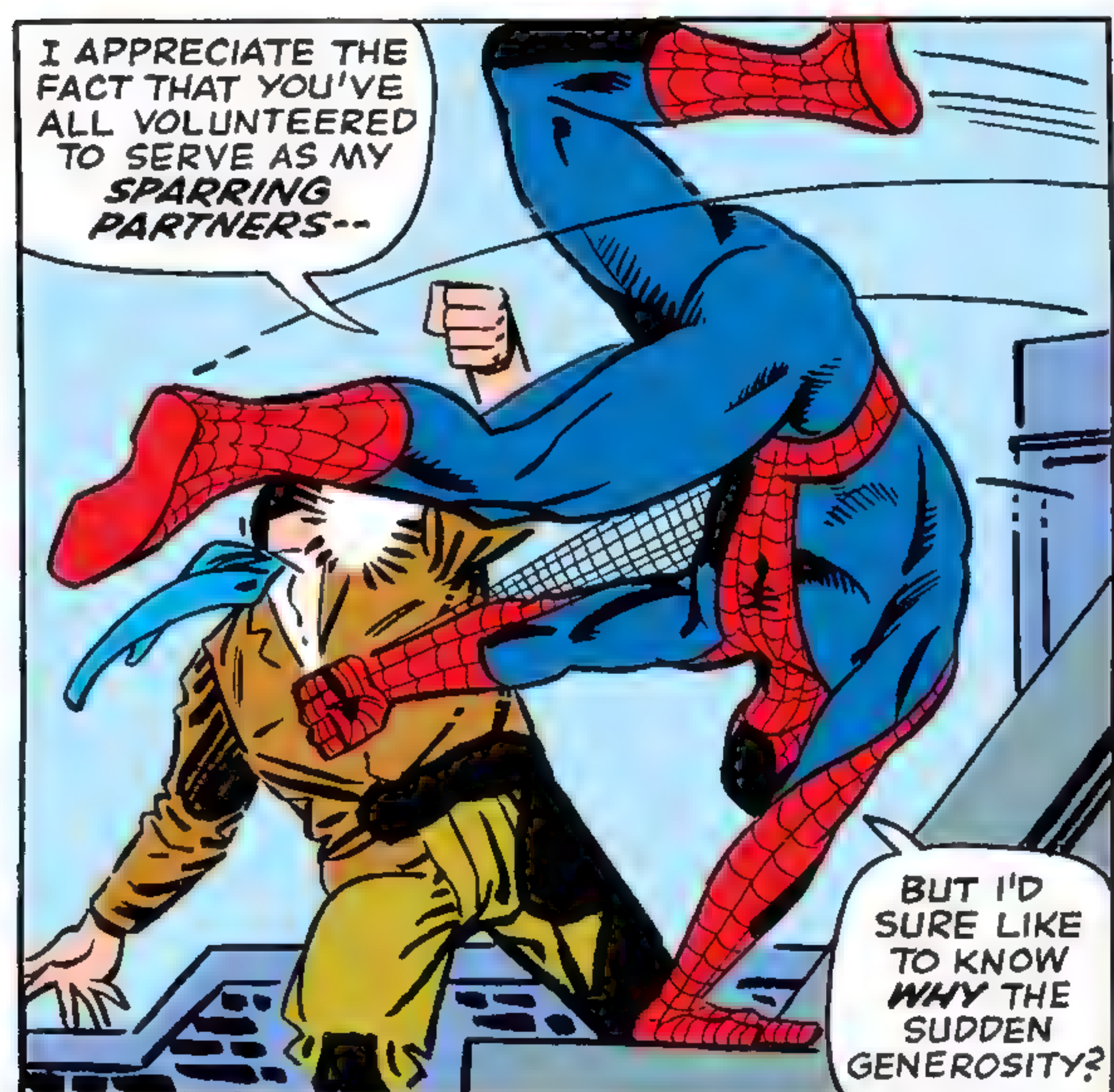
NOBODY TELLS THE CHAMP WHAT TO DO!! NOBODY!



WHILE, IN A NEIGHBORING AREA, MORE FUN AND GAMES ARE NOW IN PROGRESS--

WHAT'S MADE ME THE TARGET FOR EVERY CHEAP HOOD AND GUNNIE IN TOWN LATELY?

IT'S LIKE SOMEBODY SUDDENLY DECLARED OPEN SEASON ON SPIDER-MEN!



I APPRECIATE THE FACT THAT YOU'VE ALL VOLUNTEERED TO SERVE AS MY SPARRING PARTNERS--

BUT I'D SURE LIKE TO KNOW WHY THE SUDDEN GENEROSITY?



WELL, I SUPPOSE YOU'LL TELL ME IN YOUR OWN GOOD TIME-- AFTER YOU WAKE UP, THAT IS!

ALL DONE? HMMM-- THEY DON'T SEEM TO BUILD TOUGH CROOKS LIKE THEY USED TO!

AND, AT THAT EXACT, PRECISE, SELF-SAME SPLIT-SECOND (NOT THAT IT WOULD REALLY MAKE ANY DIFFERENCE IF IT WAS A BIT EARLIER OR LATER), A STRANGELY-GARBED FIGURE ENTERS A CROWDED GYM--

REMEMBER ME, YOU CREEPS? I'M JOE SMITH--AND I'M GONNA WALLOP THE LIVIN' DAY-LIGHTS OUT OF THE WHOLE MANGY PACK OF YA!

OKAY, CANYASBACK, WE ALL GOT A LAUGH OUTTA YOUR CRAZY COSTUME--NOW GET LOST!

NAH, LET 'IM HANG AROUND, MARVIN! HE KINDA DRESSES UP THE JOINT!

YEAH! HE'S PURTY AS A PICTURE IN HIS NEW SUNDAY-GO-TO-MEETIN' DUDS!

I HOPE HE REALLY IS LOOKIN' FOR A FIGHT! I AINT KNOCKED NOBODY'S BLOCK OFF IN WEEKS!

YOU BET I'M LOOKIN' FOR A FIGHT! C'MON NOW--WHO'S GONNA BE FIRST? OR DO I HAVETA PICK MY OWN VICTIMS?

OKAY, SONNY BOY--YOU'RE ASKIN' FOR IT! STEP ASIDE, YOU GUYS--HE'S MINE!

UH UH! I WANT FIRST CRACK AT 'IM! TAKE YOUR TURN!

JUST STAY WHERE YOU ARE, SMITH! THIS WON'T TAKE LONG!

YOU BET IT WON'T!

I'VE BEEN WAITIN' FOR THIS EVER SINCE I CAN REMEMBER! I HATE ALL OF YOU PUNKS!

HEY!--ULLP!--

WHUUUP!--

AND NOW, WE'RE SURE IT WILL COME AS NO SURPRISE TO ANY LOYAL SPIDEROPHILE TO SEE SPIDEY SWINGING PAST THE GYM DURING THE AFOREMENTIONED DONNY-BROOK... (OR! HOW WORDY CAN YOU GET?!!)

HEY! WHAT GIVES IN THERE?

WHOP!

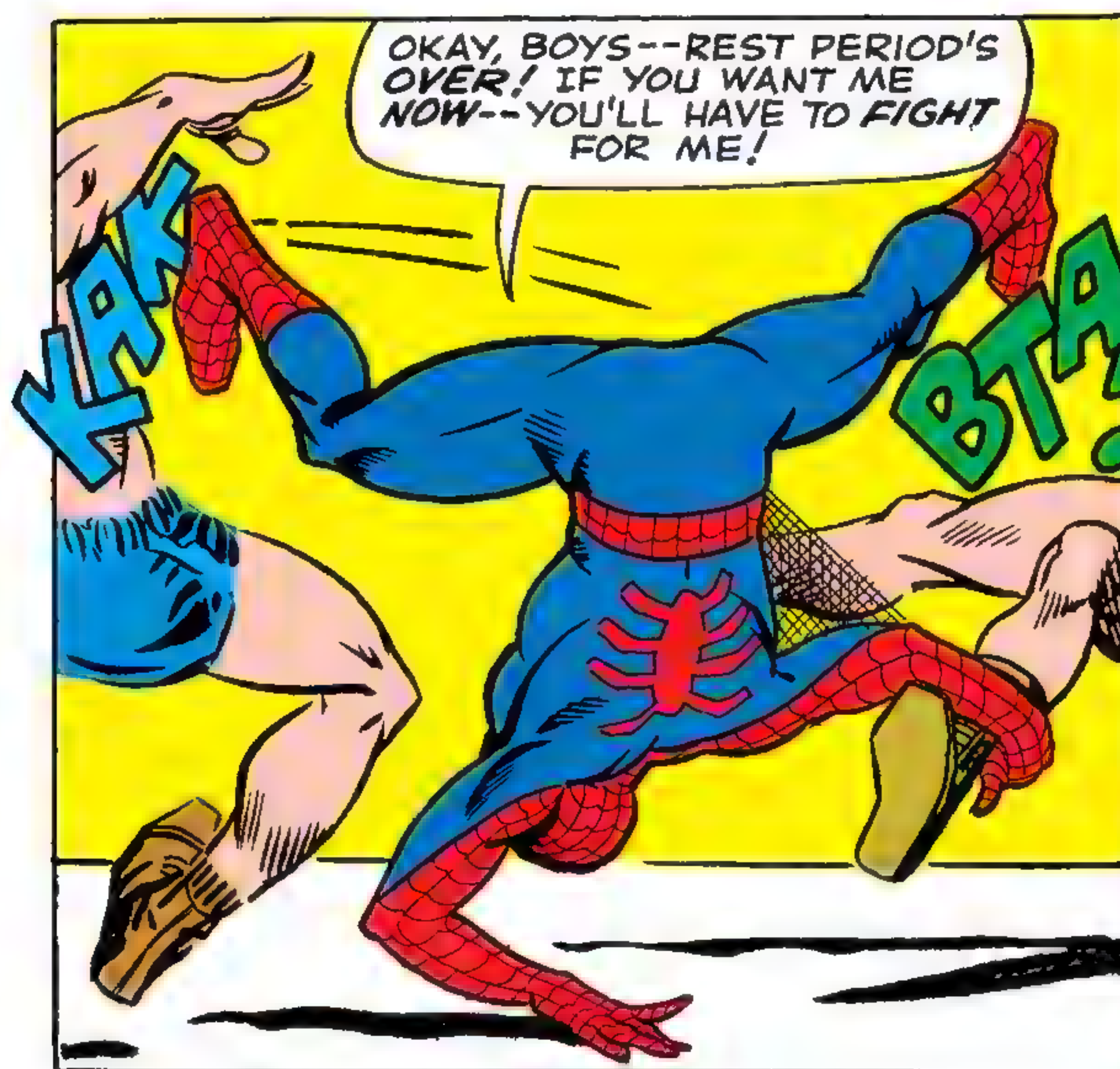
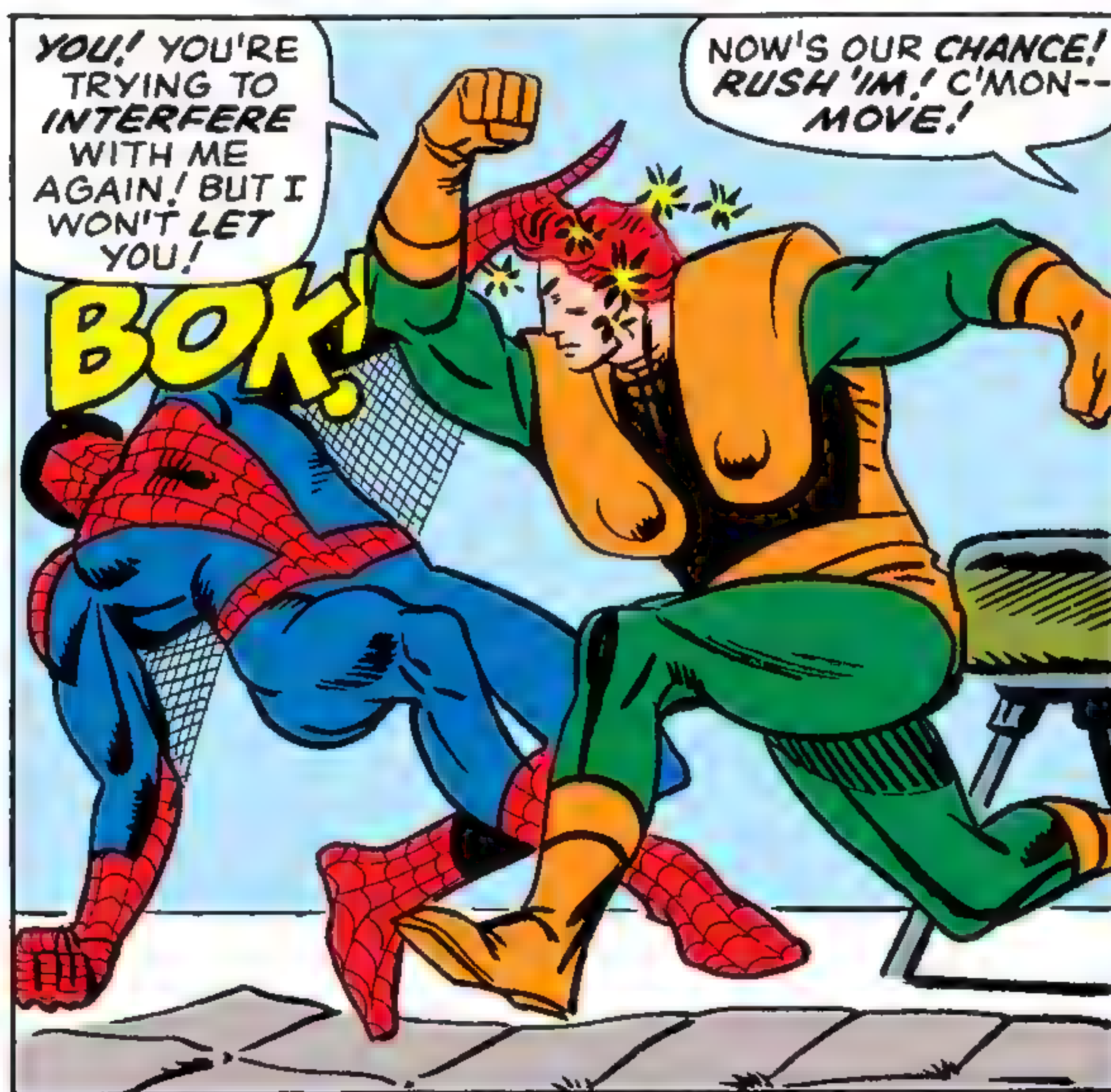
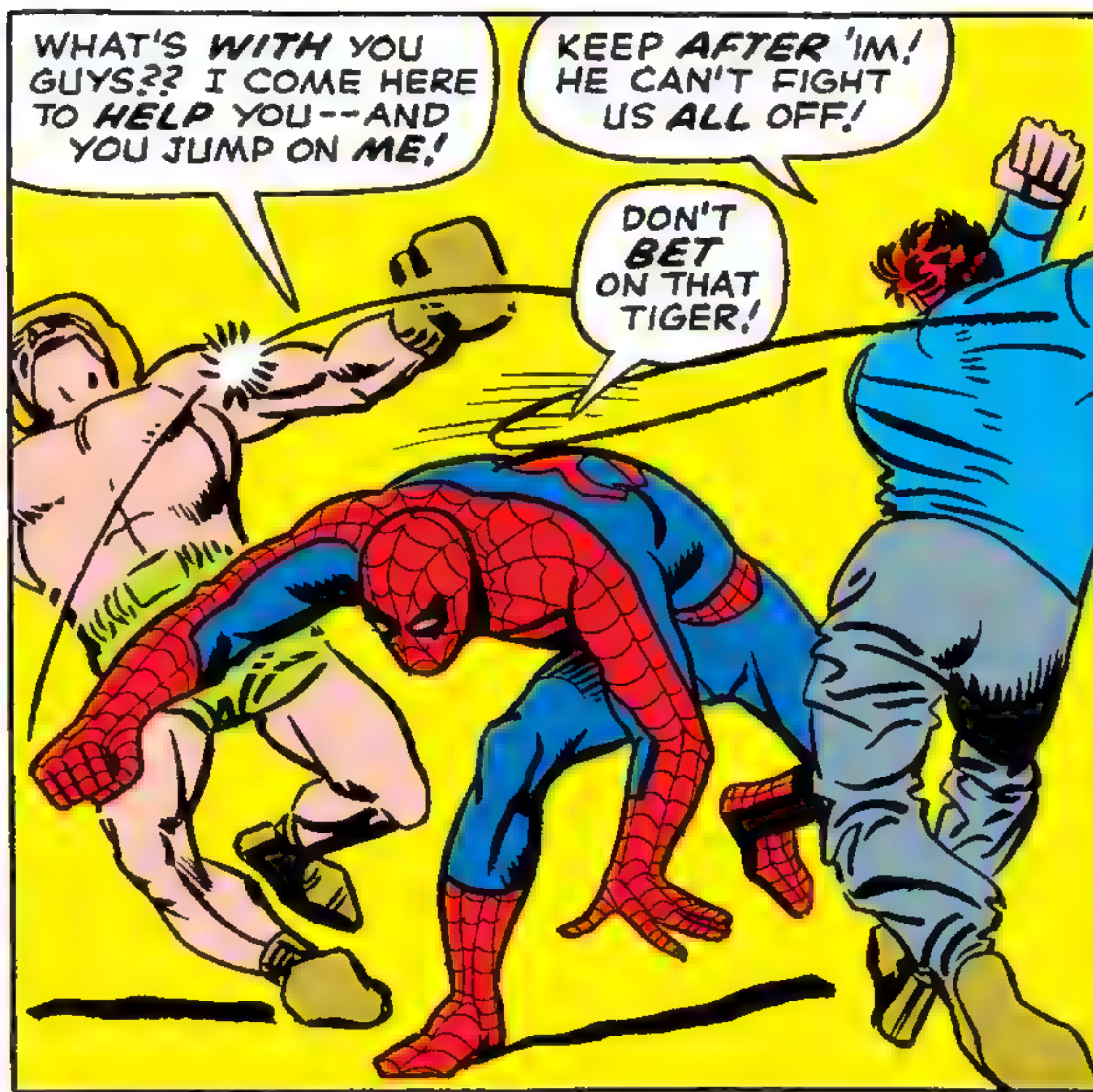
THOP!

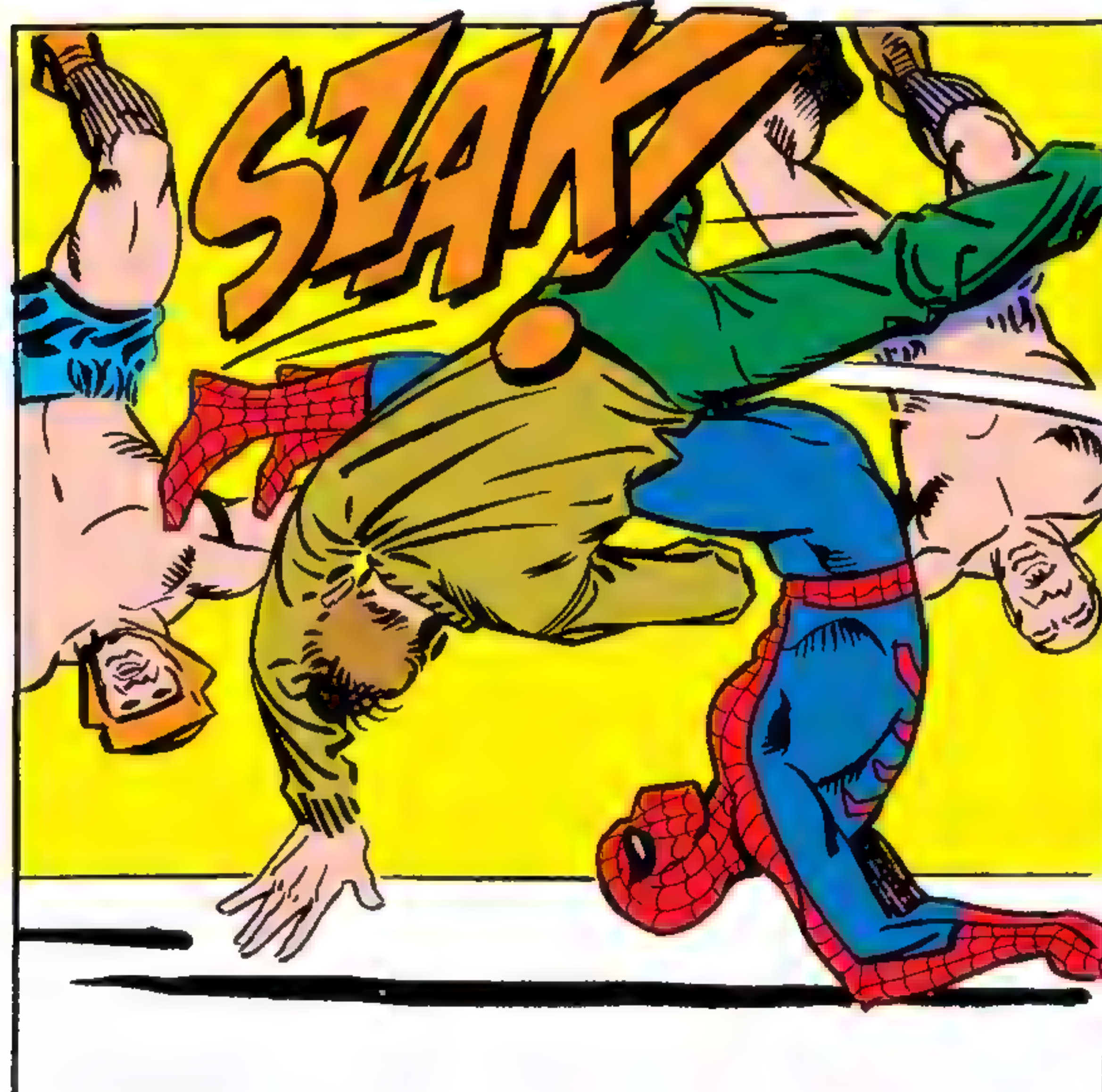
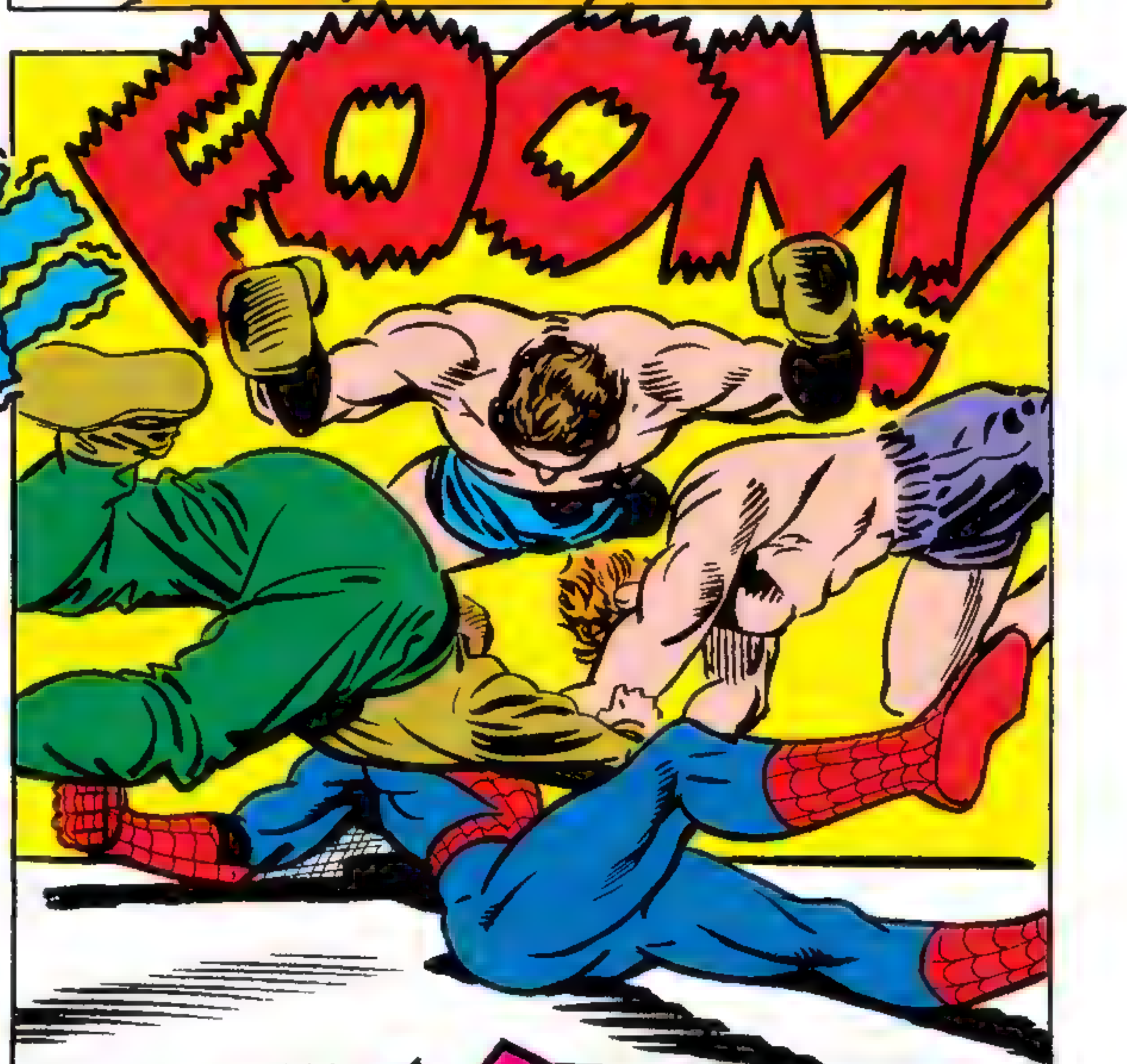
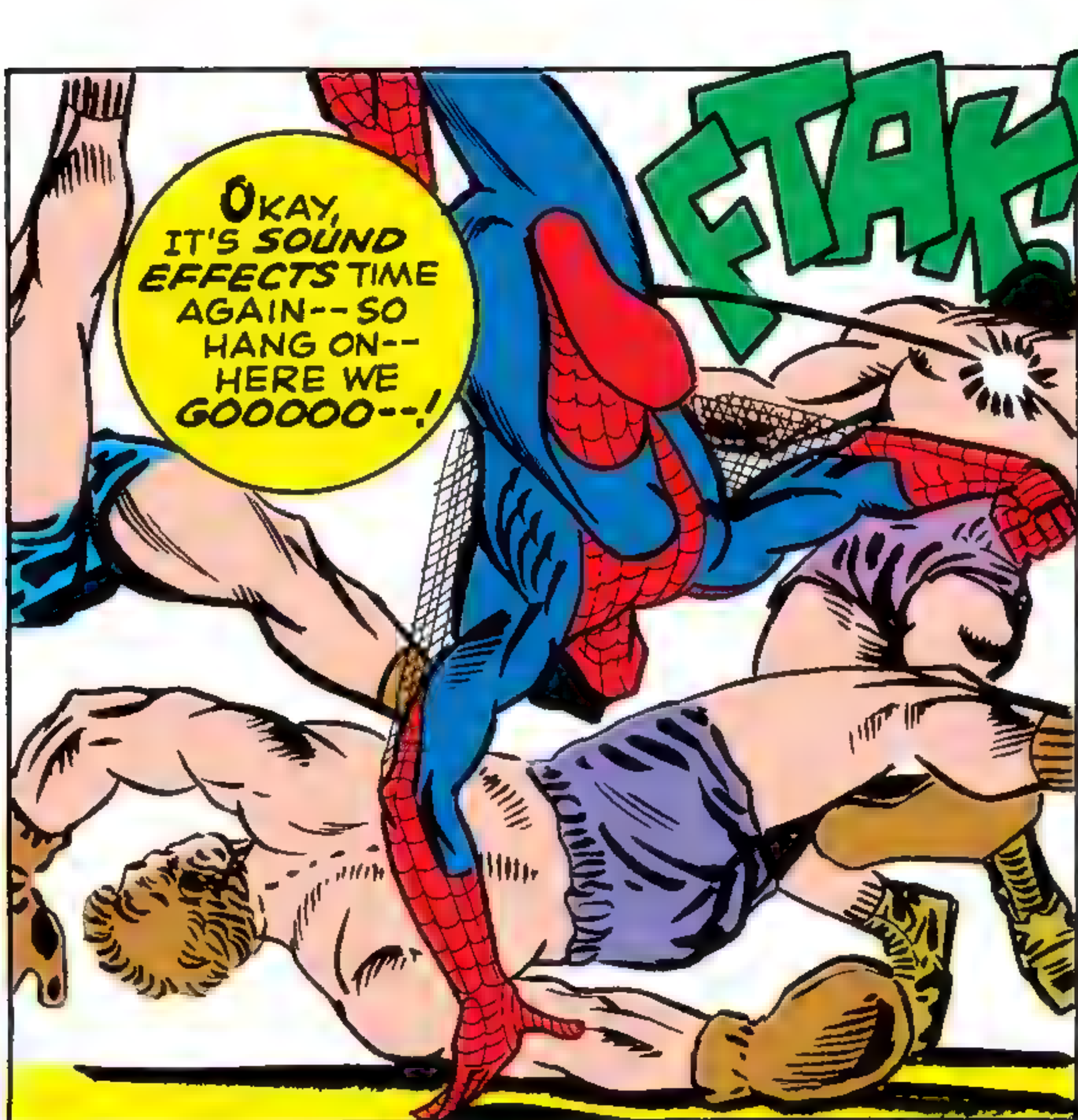
SOUNDS LIKE A TYPICAL DAY AT THE GENEVA PEACE CONVENTION!

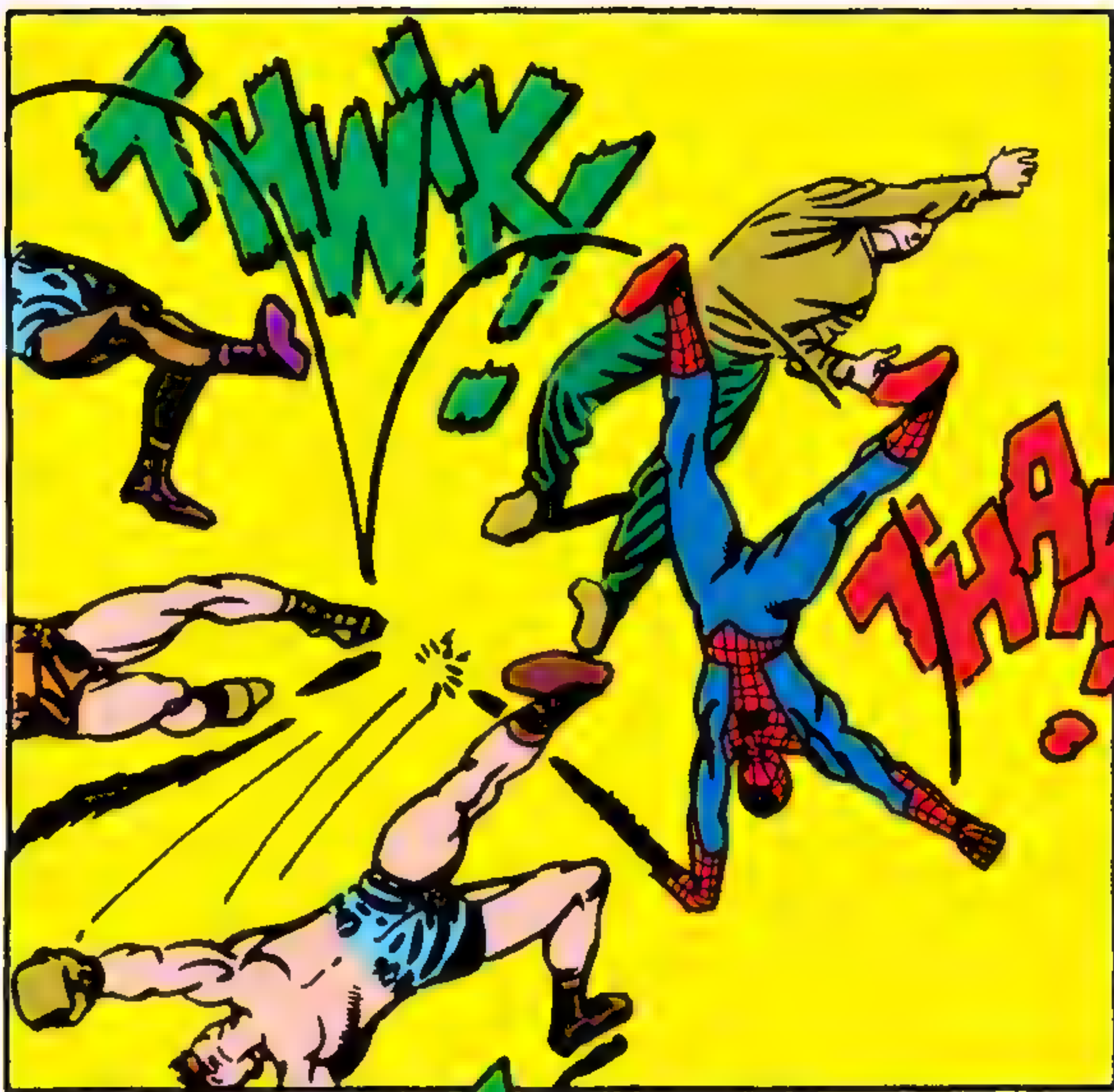
WELL, HOW ABOUT THAT ?!!

JUST THE ONE I'M LOOKING FOR!

DOESN'T HE EVER STOP FIGHTING?







AND NOW, WITH ONE FINAL "PAKOW!" WE END OUR SCINTILLATING SOUND-EFFECTS SECTION--AS SMILIN' STAN THANKS YOU, ONE AND ALL, FOR THE BRIEF BREATHER YOU'VE ALLOWED HIM!



WELL? HAD ENOUGH, BIG FELLA?

THE SPOTS! I DON'T SEE 'EM ANYMORE! AND--I FEEL JUST LIKE I ALWAYS USED TO--!



WHAT'S GOIN' ON IN HERE? WE HAD A REPORT OF A FIGHT!

WADDAYA EXPECT IN A GYM--MAYPOLE DANCIN'??

VERRRRRY FUNNY! LET'S HOPE IT'LL TICKLE THE JUDGE, TOO!



HEY! WE'VE BEEN LOOKING FOR YOU! YOU'RE THE CHARACTER WHO THINKS HE'S A ONE-MAN BULLDOZER!

I-I DIDN'T MEAN TO CAUSE ANY TROUBLE!

NO-- NEITHER DID KING KONG!

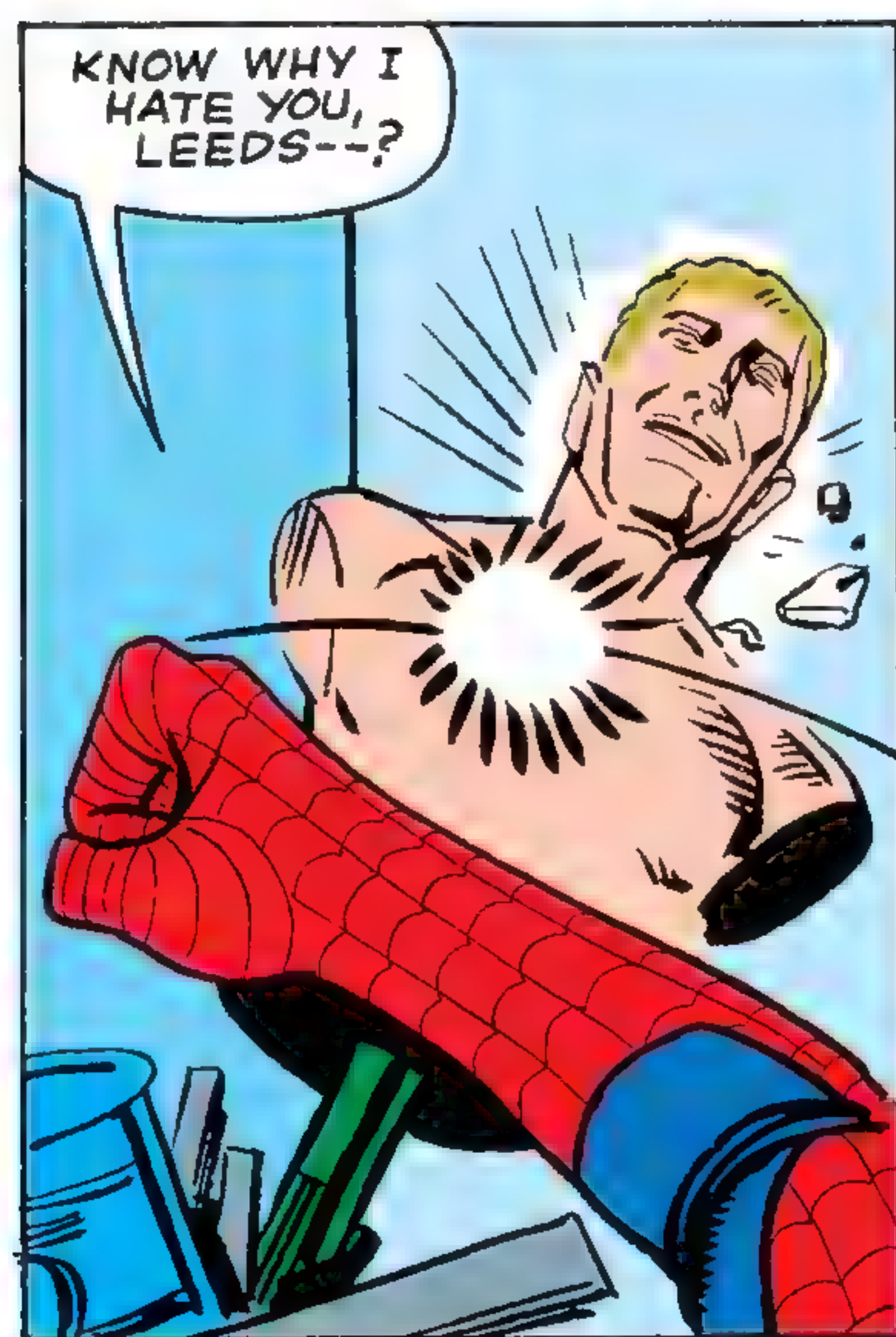
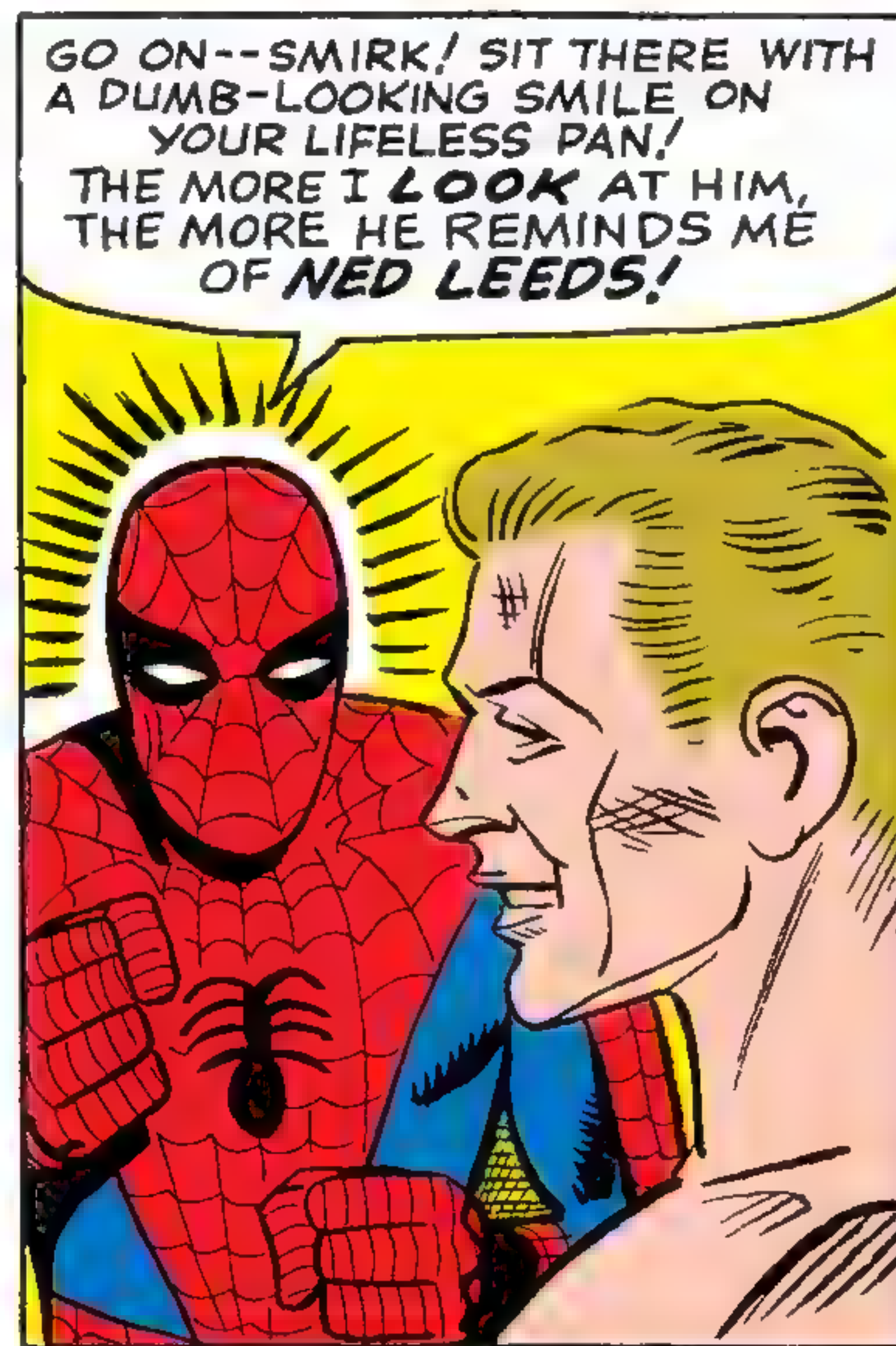


HOLD IT, BOYS! I'LL TAKE CARE OF EVERYTHING! I'M HIS MANAGER!

MANAGER? WHAT HE NEEDS IS A GOOD LAWYER!

TOMMY! BOY, AM I GLAD TO SEE YOU!





NO SOONER HAS THE FRONT DOOR CLOSED BEHIND THE VISITOR, THAN MAY PARKER HEARS A WEARY VOICE BEHIND HER...

SORRY I'M LATE, AUNT MAY--BUT I'VE ALREADY HAD DINNER!

PETER PARKER! YOU MUST HAVE COME IN THE BACK DOOR!

SURE! WHAT'S THE DIFFERENCE?

THERE WAS SOMEBODY TO SEE YOU AT THE FRONT DOOR! HURRY--SHE MAY STILL BE THERE!

SHE?? WHO WAS IT?

OH PSHAW!! WE'RE JUST SECONDS TOO LATE! ISN'T THAT A SHAME!

I DON'T RECOGNIZE THE CAR! TELL ME, AUNT MAY--WHO IS SHE?

WHY, IT WAS MARY JANE WATSON, YOU SILLY BOY! THE GIRL I'VE BEEN TRYING TO HAVE YOU MEET FOR MONTHS!

FOR JUST A SECOND--I THOUGHT--IT MIGHT HAVE BEEN--BETTY!

OH!

SHALL I HEAT A GLASS OF WARM MILK FOR YOU, DEAR?

NO, THANKS! I'LL JUST CATCH THE LATE NEWS ON TV, AND THEN GO TO BED!

IT HAS JUST BEEN ANNOUNCED THAT JOE SMITH HAS SIGNED A FIVE-YEAR CONTRACT WITH THE INTERNATIONAL BROADCASTING NETWORK TO STAR IN A NEW SUPER-HERO SERIES! MR. SMITH, A VIRTUAL UNKNOWN UNTIL RECENTLY, WAS--

OH NO!!

--REPORTED TO HAVE FOUGHT SPIDER-MAN HIMSELF TO A STANDSTILL!

THAT TAKES THE CAKE! NOT ONLY WILL HE BECOME A BIG STAR NOW--BUT I'LL SEEM WORSE THAN EVER!

CLICK!

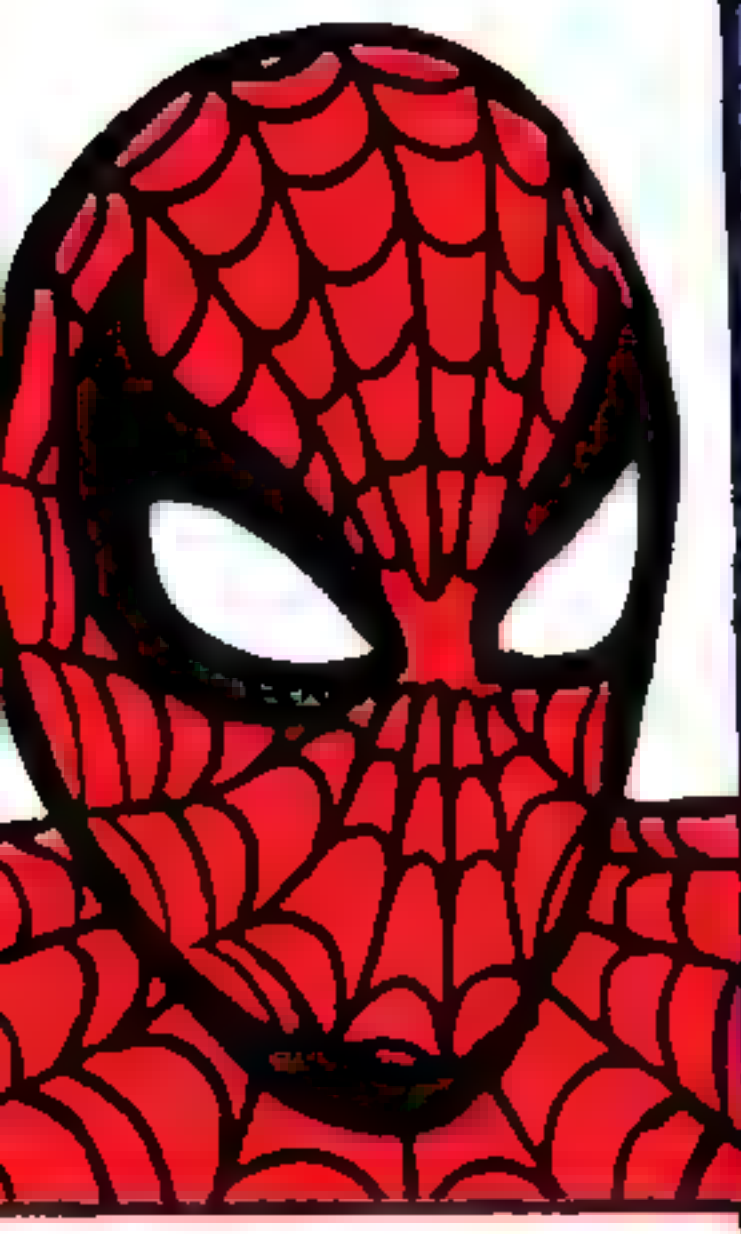
I'M TOO TIRED TO WATCH THE REST OF THE NEWS, AUNT MAY! I'LL SAY GOOD NIGHT TO YOU NOW!

SLEEP WELL, PETER DEAR! I'M GLAD YOU TURNED OFF THE TV! SOME OF THOSE NEWS ITEMS CAN GIVE A BODY NIGHTMARES!

NOT MUCH CHANCE OF THAT IN MY CASE!

--I ONLY HAVE THEM WHEN I'M AWAKE!

NEXT ISH!
THE BIGGEST SURPRISE OF THE SEASON AWAITS YOU!
'NUFF SAID!



**MARVEL
COMICS
GROUP**

the **AMAZING SPIDER-MAN**

APPROVED
BY THE
COMICS
CODE
AUTHORITY

39
AUG
IND.

12¢



ANOTHER
MARVEL
FIRST

SPIDEY *And The* **GREEN GOBLIN... BOTH UNMASKED!**

THE AMAZING SPIDER-MAN!

"HOW GREEN WAS MY GOBLIN!"

**ATTENTION,
ALL
WEB-SPINNERS!**

BE PREPARED FOR MORE
STARTLING, SURPRISE
DEVELOPMENTS THAN YOU'VE
EVER SEEN IN ANY SINGLE
SPIDEY SPECTACULAR BEFORE!

WE WENT **ALL-OUT** ON
THIS ONE--SO BUCKLE
YOUR SEAT BELTS, AND
AWAAAAAAAY
WE GO--

BY **NOW**, THAT WEB-
CRAWLING WEASEL
MUST HAVE FORGOTTEN
ALL ABOUT THE **GREEN**
GOBLIN!

THEREFORE,
THIS IS THE
PERFECT TIME
FOR ME TO
STRIKE--
AND TO GET
THE **REVENGE**
THAT MY SOUL
IS **HUNGERING**
FOR!

SCRIPT..... SMILIN' STAN LEE

ART..... JAZZY JOHNNY ROMITA

INKS..... MIGHTY MICKEY DEMEO

LETTERING.. ADORABLE ARTIE SIMEK

ALL DURING THE SPEEDY, HAIR-RAISING FLIGHT BACK TO HIS HIDEOUT, THE MYSTERIOUS **GREEN GOBLIN** WORKS HIMSELF INTO A VERITABLE **FRENZY** AS HE RECOLLECTS HIS PREVIOUS BATTLES WITH **SPIDER-MAN**, UNTIL...

I'VE WAITED LONG ENOUGH! THERE WILL NEVER BE A BETTER TIME TO DESTROY MY MOST HATED ENEMY THAN **NOW!**

EVERYTHING IS IN MY FAVOR! I HAVE THE POWER--THE SKILL--AND THE PRICELESS ELEMENT OF **SURPRISE!**

BUT, MERELY DESTROYING HIM--SIMPLY CRUSHING HIM LIKE A WORM--WILL NOT GIVE ME ENOUGH SATISFACTION!

I MUST DO STILL **MORE** THAN THAT!

FIRST, I'LL **TOY** WITH HIM--OUT-SMART HIM EVERY STEP OF THE WAY--AS ONLY THE **GOBLIN** CAN!

THEN, BEFORE DELIVERING THE **FINAL STROKE**, I'LL ADMINISTER THE MOST **HUMILIATING** BLOW OF ALL--

I'LL LEARN HIS **SECRET IDENTITY**, AND REVEAL IT TO ALL THE WORLD!

THEN--AND ONLY THEN--I'LL **FINISH** HIM--FOREVER!

MY LITTLE BAG OF TRICKS IS FULLY LOADED--AND MY **STUN BOMBS** ARE MORE POTENT THAN EVER!

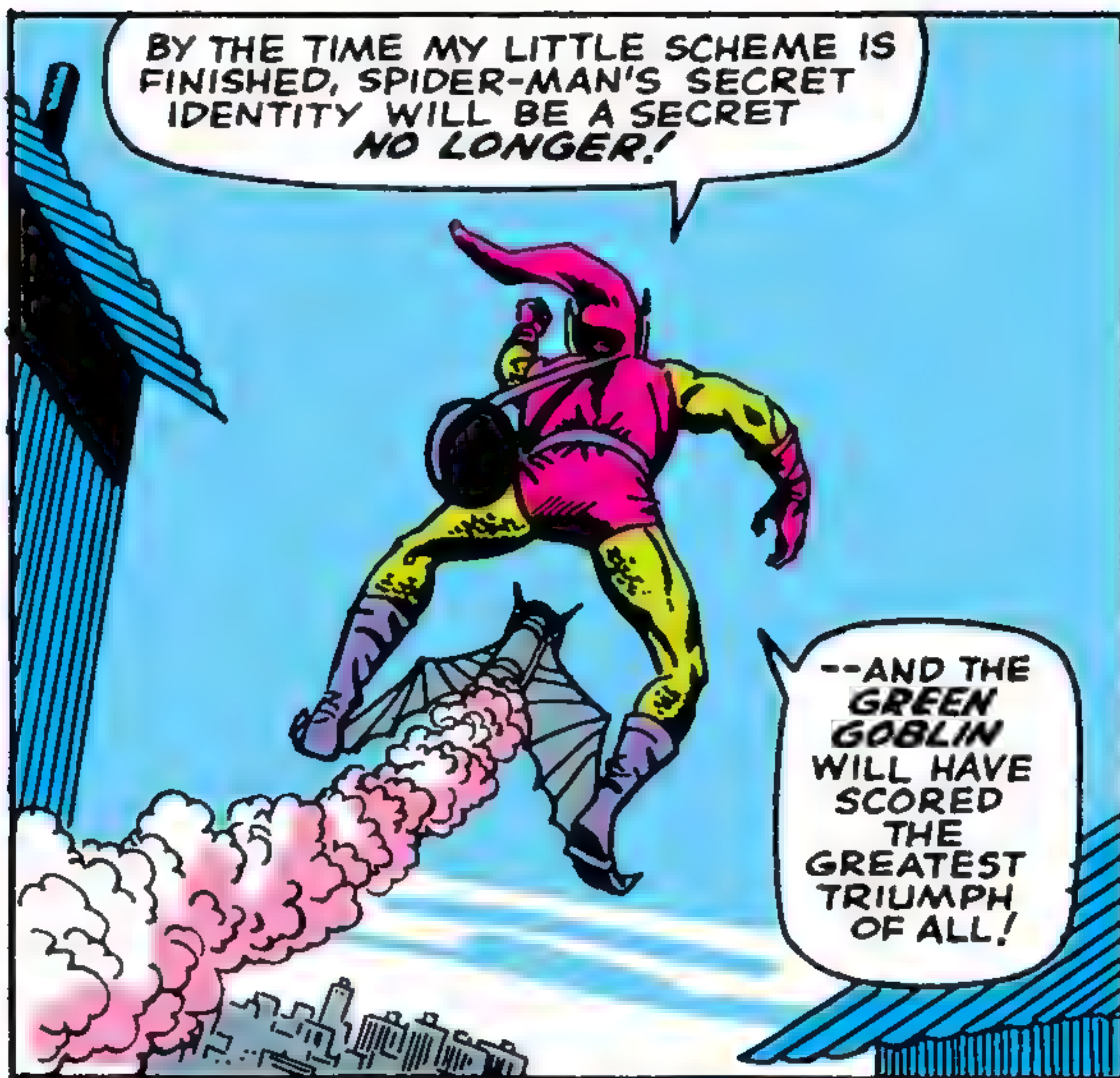
IF I DIDN'T **DESPISE** THAT MISERABLE MASKED MIS-ANTHROPE SO MUCH, I'D ALMOST **PITY** HIM--BECAUSE OF WHAT'S IN STORE!

I'VE MODIFIED MY ROCKET-POWERED **FLYING BROOMSTICK** SO THAT IT'S FASTER AND MORE MANEUVERABLE THAN EVER!

HAD I NOT BEEN SO CARELESS--AND SO OVERCONFIDENT IN THE PAST, I COULD HAVE BEATEN SPIDER-MAN EVEN **THEN--**

--BUT NOW--THE OUTCOME IS A FOREGONE CONCLUSION!

HE HASN'T A **CHANCE!**



BY THE TIME MY LITTLE SCHEME IS FINISHED, SPIDER-MAN'S SECRET IDENTITY WILL BE A SECRET NO LONGER!

--AND THE GREEN GOBLIN WILL HAVE SCORED THE GREATEST TRIUMPH OF ALL!



WE DON'T WANT YOU TO THINK THAT THE AVERAGE CITY IS CRAWLING WITH COSTUMED HIGH-FLYERS, BUT IN ANOTHER SECTION OF THE TEEMING METROPOLIS WE FIND--

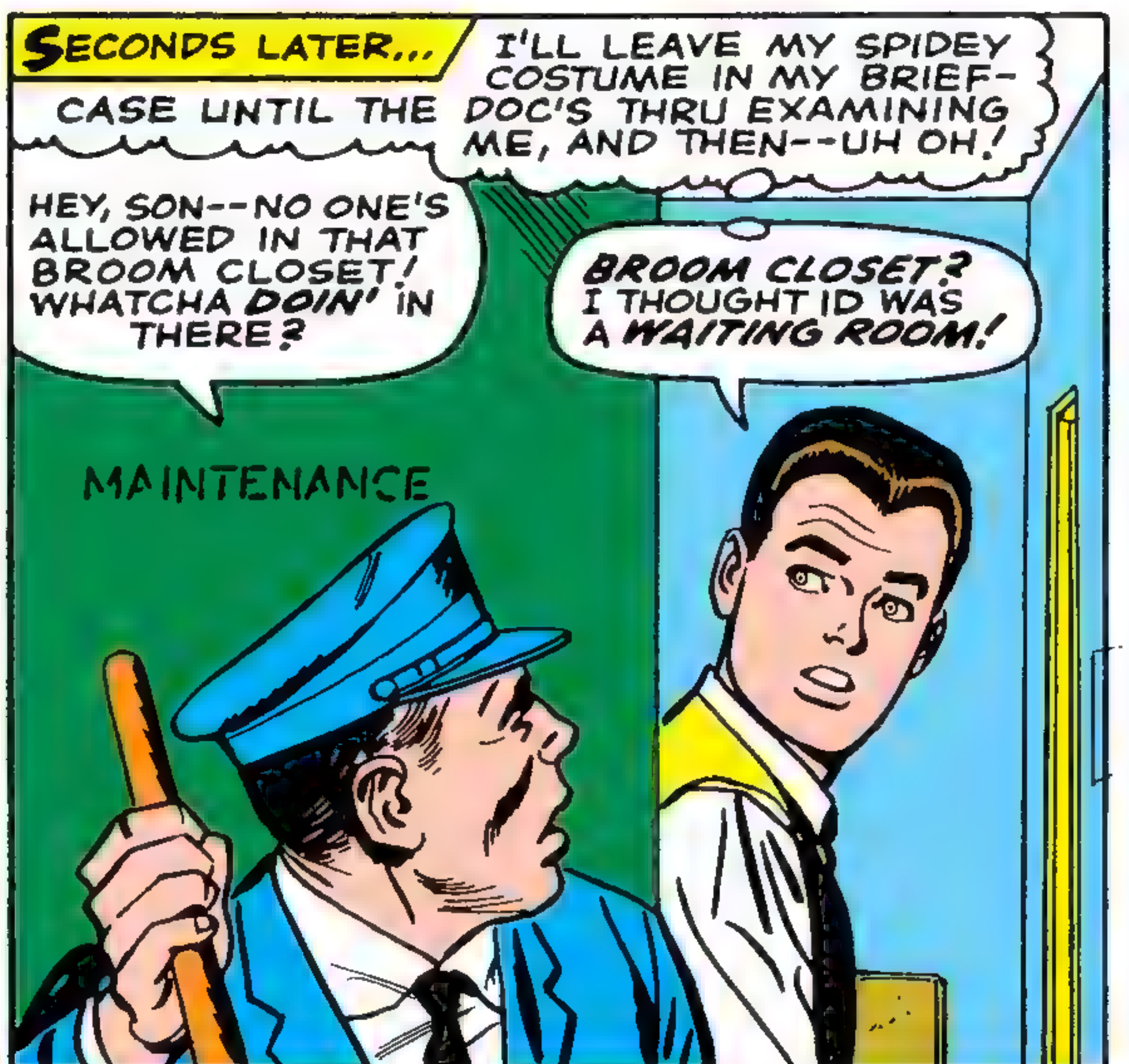
JUST MY LUCK-- I FEEL AS THOUGH I'M CATCHING A REAL HEAVY HEAD COLD!

OF COURSE IT COULD BE JUST AN ALLERGY!



BUT, I CAN'T AFFORD TO TAKE ANY CHANCES! I'LL LET DOC BROMWELL GIVE ME A FAST CHECK-UP!

I DON'T WANNA BE THE ONLY SUPER-HERO IN TOWN WHO SNEEZES HIS WAY THRU A FIGHT!



SECONDS LATER... I'LL LEAVE MY SPIDEY COSTUME IN MY BRIEF-CASE UNTIL THE DOC'S THRU EXAMINING ME, AND THEN--UH OH!

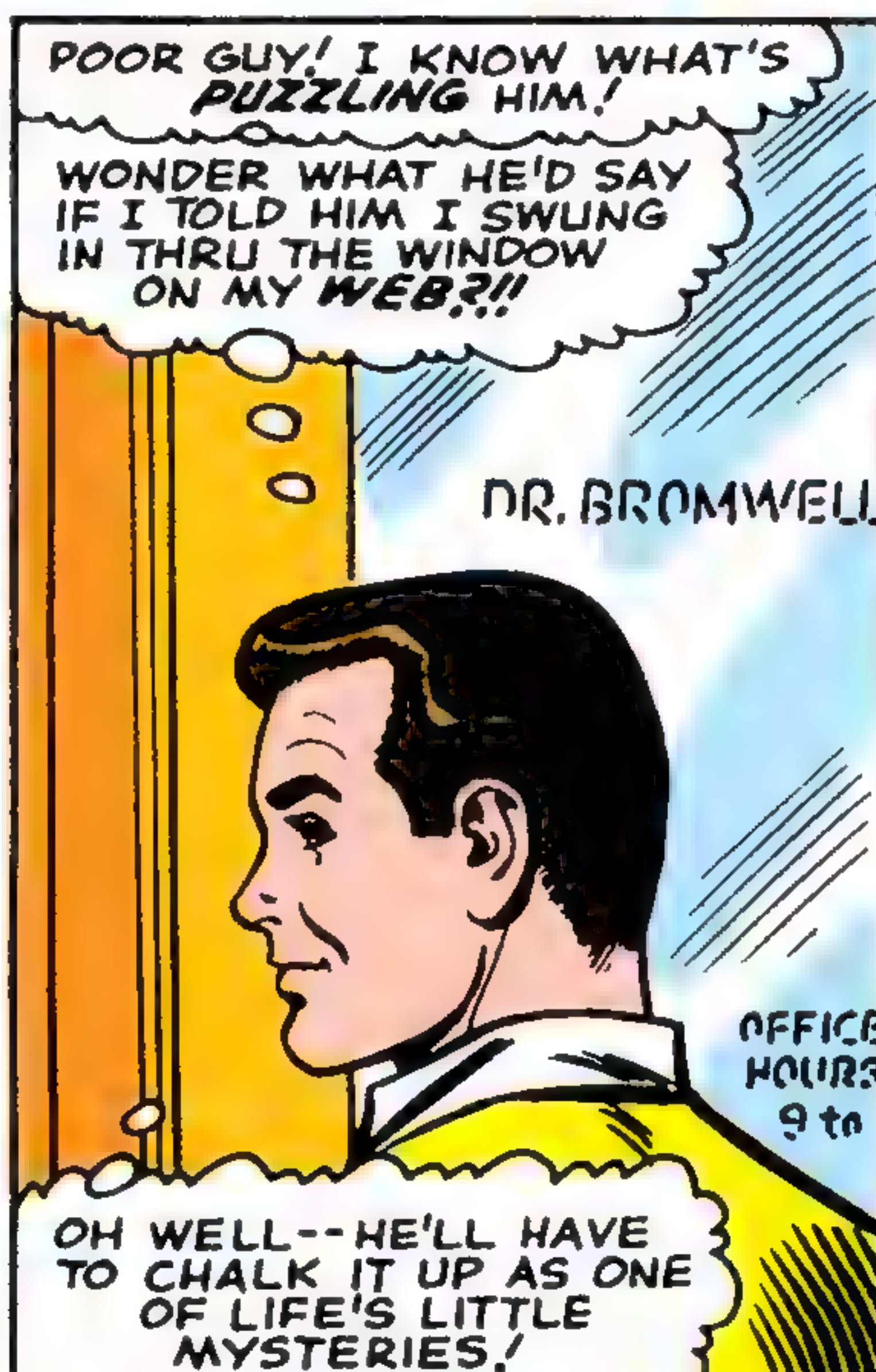
HEY, SON--NO ONE'S ALLOWED IN THAT BROOM CLOSET! WHATCHA DOIN' IN THERE?

BROOM CLOSET? I THOUGHT ID WAS A WAITING ROOM!



I SHOULD HAVE KNOWN I WAS IN THE WRONG PLACE, THOUGH! THERE WEREN'T ANY OF LAST YEAR'S MAGAZINES ON THE TABLE!

I WAS HERE ALL THE TIME! I DIDN'T SEE ANYONE GO IN THAT ROOM! HOW THE HECK--??



POOR GUY! I KNOW WHAT'S PUZZLING HIM!

WONDER WHAT HE'D SAY IF I TOLD HIM I SWUNG IN THRU THE WINDOW ON MY WEB?!!

DR. BROMWELL

OH WELL--HE'LL HAVE TO CHALK IT UP AS ONE OF LIFE'S LITTLE MYSTERIES!



IS THE DOCTOR EXPECTING YOU?

WELL, I DON'T HAB AN APPOINTMENT, BUT I HAB THIS BAD CODE ID MY NODE--!

SO I SEE! GO RIGHT IN, THEN--LUCKILY, HE'S FREE AT THE MOMENT!



HI, DOC!
I CAME
TO SEE YOU
BECAU'D
I HAB--

YOU DON'T HAVE TO
TELL ME, PETE!
THAT INVISIBLE
CLOTHESPIN YOU
SEEM TO BE WEAR-
ING ON YOUR NOSE
IS A DEAD
GIVEAWAY!

ROLL UP
YOUR
SLEEVE,
SON...



WONDER WHAT HE'D SAY IF I
HADN'T TAKEN MY **SPIDEY SUIT**
OFF AND HE SAW IT PEEPIN' OUT
AT HIM FROM UNDER MY SHIRT?

YOUR BLOOD
PRESSURE'S FINE,
PETE! YOU'VE
GOT THE PULSE
OF A **SUPER-
HERO!**

YOU'RE
PUTTIN'
ME ON,
DOC!



FINALLY... YOU'VE A **WHOPPER**
OF A COLD, SON--BUT
SOME ANTI-HISTAMINE PILLS
AND A B-12 SHOT WILL HAVE
YOU GOOD AS NEW AGAIN!

HOWEVER, I'M
GLAD YOU
DROPPED IN--
I WANT TO
TALK TO YOU--!



YOU LOOK SO
GRIM, DOC!
IS ANYTHING
WRONG? IS
IT ABOUT
AUNT MAY?

NOW DON'T BE ALARMED, MY BOY!
IT IS ABOUT YOUR AUNT--AND IT'S
SOMETHING **QUITE IMPORTANT!**

AS YOU KNOW, I'VE BEEN KEEPING
CLOSE WATCH OVER HER SINCE
HER LAST OPERATION...

EVEN THOUGH
SHE'S REGAINED
SOME OF HER
STRENGTH,
SHE'S AN OLD
WOMAN, PETE--



--AND THE OPERATION HAS **WEAKENED** HER A
GREAT DEAL! SO, I JUST WANTED TO **WARN**
YOU--IN HER PRESENT CONDITION, SHE MUST
HAVE **NO SUDDEN SHOCKS--** NO
EXCITEMENT--!

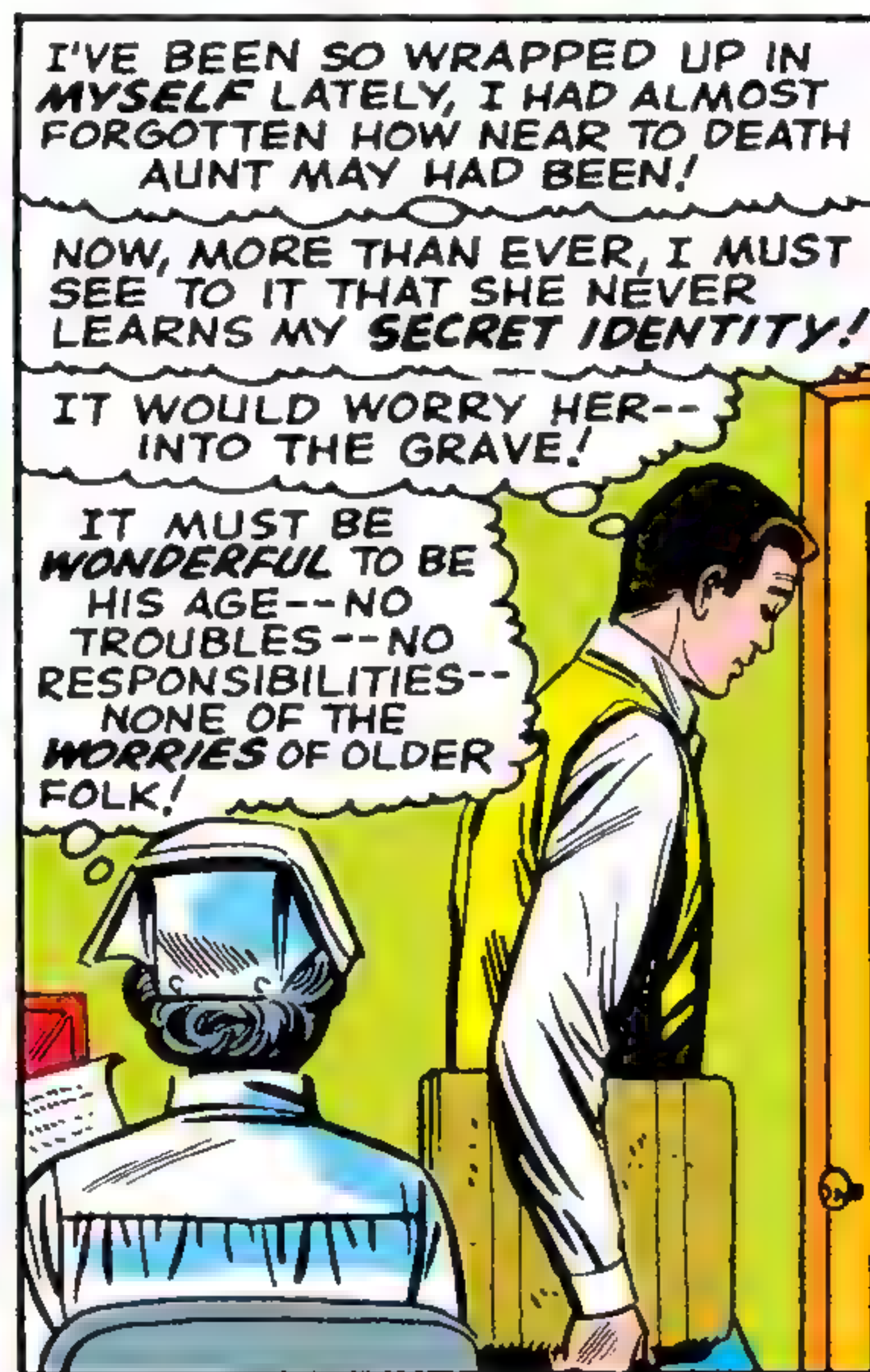
ANY ADDITIONAL
SETBACK MIGHT VERY WELL
PROVE--**FATAL!**



LUCKILY, YOU BOTH LEAD **QUIET**
PEACEFUL LIVES--WHICH IS
WHAT YOUR AUNT NEEDS MORE
THAN ANYTHING ELSE!

I KNOW YOU'LL DO ALL YOU
CAN TO KEEP HER CALM--
AND **UNWORRIED!**

SURE,
DOC--
SURE!



I'VE BEEN SO WRAPPED UP IN
MYSELF LATELY, I HAD ALMOST
FORGOTTEN HOW NEAR TO DEATH
AUNT MAY HAD BEEN!

NOW, MORE THAN EVER, I MUST
SEE TO IT THAT SHE NEVER
LEARNS MY **SECRET IDENTITY!**

IT WOULD WORRY HER--
INTO THE GRAVE!

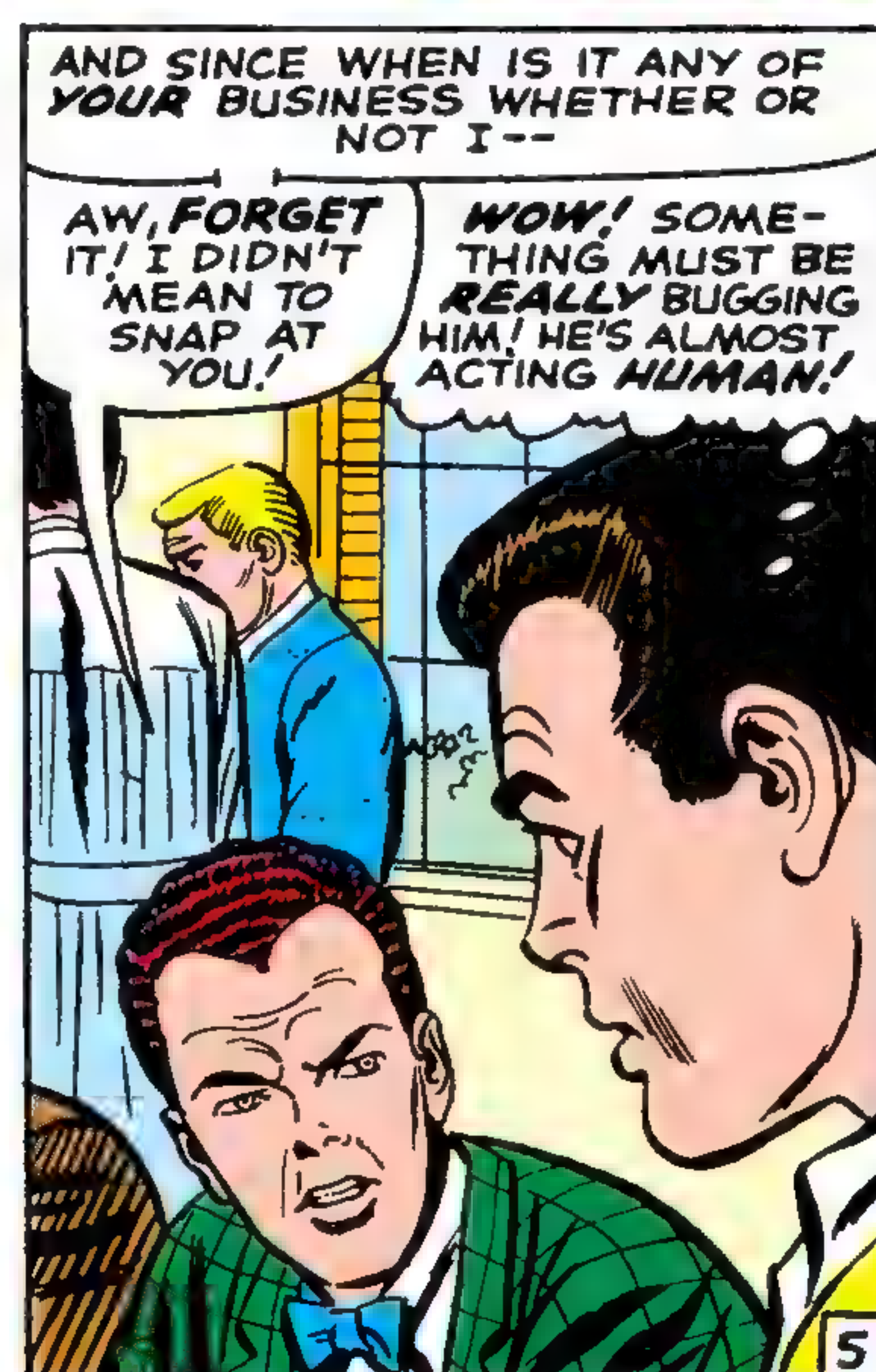
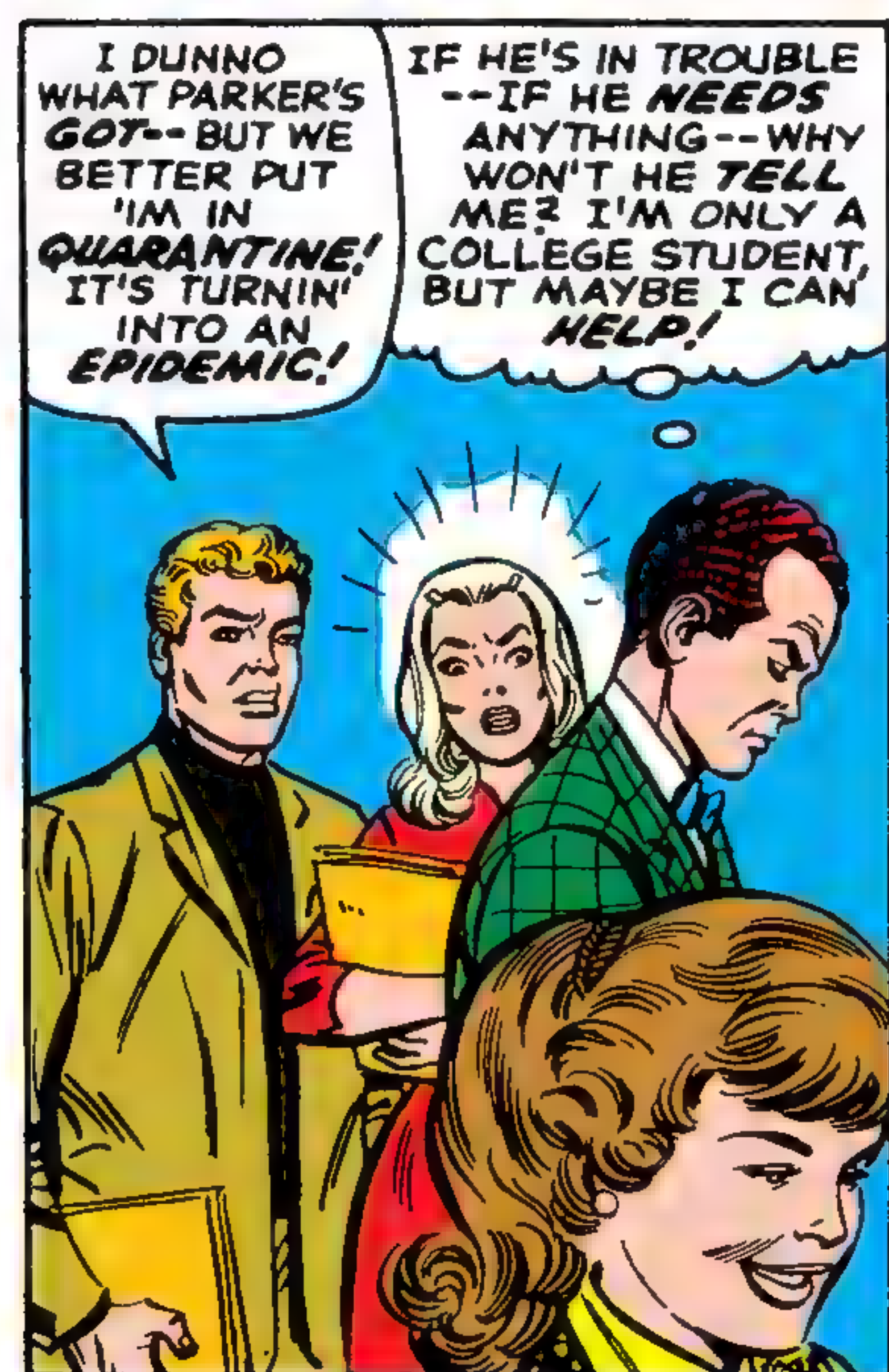
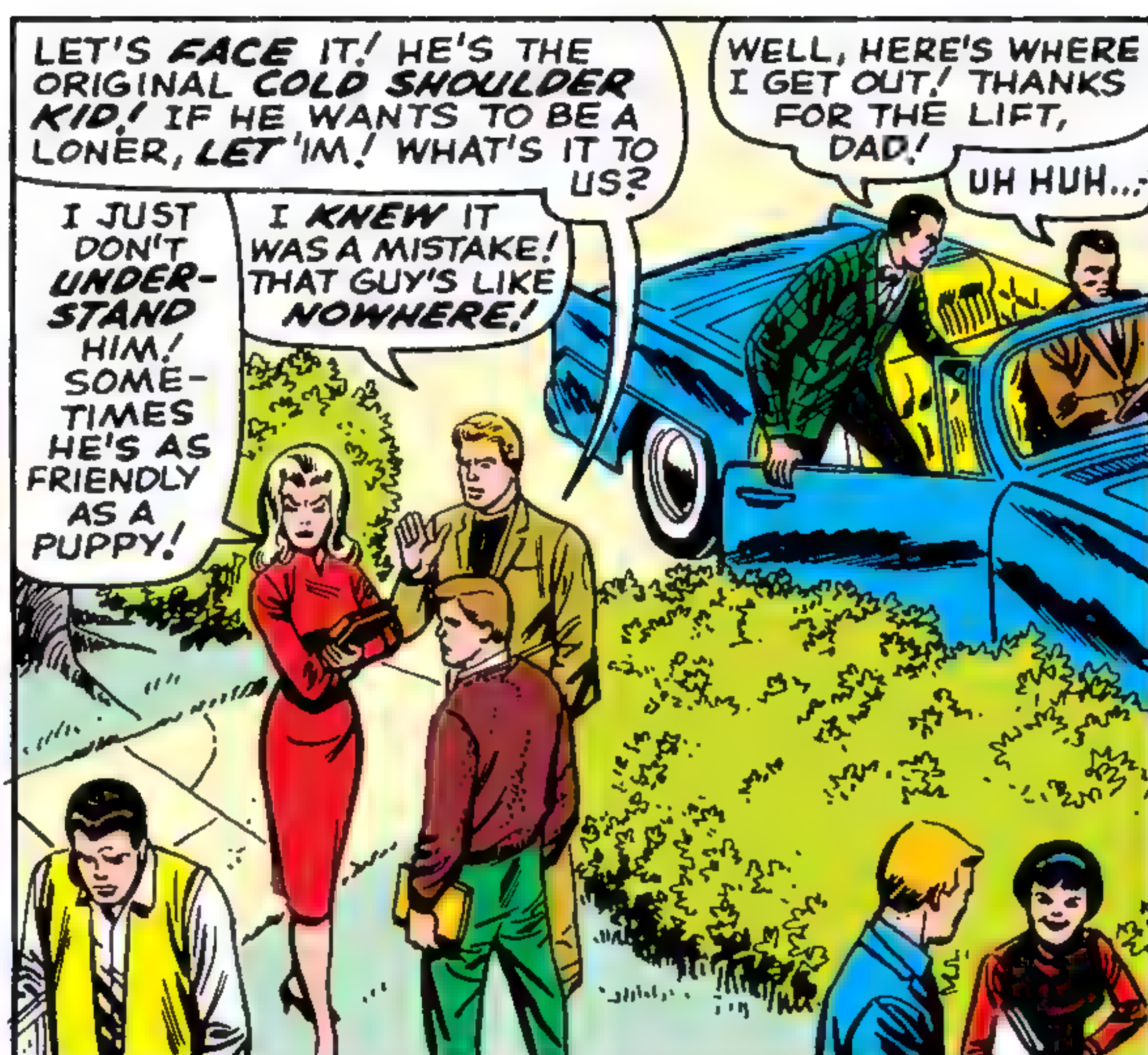
IT MUST BE
WONDERFUL TO BE
HIS AGE--NO
TROUBLES--NO
RESPONSIBILITIES--
NONE OF THE
WORRIES OF OLDER
FOLK!



I SURE DON'T FEEL MUCH LIKE
CLASSES TODAY--BUT I CAN'T
AFFORD TO MISS A SESSION--
I'VE HAD **TOO MANY** ABSENCES
LATELY!

I'VE ALWAYS
TAKEN AUNT
MAY FOR
GRANTED--BUT,
IF ANYTHING
SHOULD
HAPPEN TO
HER--!

SHE'S BEEN
SO GOOD TO
ME ALL
THESE YEARS
--SACRIFICED
SO MUCH,
FOR ME...!



I JUST CAN'T FIGURE OUT **PARENTS!** NOW TAKE MY **DAD**--WE WERE ALWAYS REAL **PALS**--TILL A FEW YEARS AGO! THEN HE STARTED TO--CHANGE!

I KNOW HE'S BEEN HAVING TOUGH SLEDDING IN **BUSINESS**--BUT WHY TAKE IT OUT ON **ME**?

THE POOR GUY!

NO WONDER HARRY SEEMED SO BITTER!

I KNOW WHAT YOU MEAN, FELLA--BUT TRY TO LOOK AT IT **THIS WAY**--IT CAN ALWAYS BE **WORSE!** FOR INSTANCE, TAKE **ME**--I DON'T REMEMBER EVER EVEN **HAVI'G** A FATHER!

YOU MEAN--YOU'RE AN **ORPHAN**? I DIDN'T KNOW THAT ABOUT YOU--

PETER AND HARRY--HAVING A REAL HEART-TO-HEART! NOW I'VE SEEN **EVERYTHING!**

I SHOULDN'T HAVE SOUNDED OFF THAT WAY TO YOU, PARKER! FORGET ABOUT THE WHOLE THING, HUH?

SURE, BUT SOMETIMES IT'S GOOD TO GET SOMETHI'G OFF YOUR CHEST!

IF PETER PARKER BECOMES ONE OF OUR CROWD, IT'LL BE JUST **WONDERFUL**--FOR **ME!**

PARKER'S A FUNNY GUY! AFTER ALL THE **NEEDLIN'** HE'S TAKEN FROM HIM, THERE HE IS TALKING TO **HARRY** LIKE A DUTCH UNCLE!

HE'S EITHER A REAL WEAK SISTER--OR A LOT MORE **MAN** THAN WE EVER THOUGHT HE WAS!

WELL, DON'T LET IT BUG YOU, FELLA! THINGS HAVE A WAY OF GETTI'G **BETTER** WHEN YOU LEAST EXPECT IT!

YEAH--I GUESS SO--!

BUT, JUST TO PROVE YOU'RE NOT REALLY READING **TOM BROWN'S SCHOOL DAYS**, CLASSES FINALLY BREAK, AND **ACTION TIME** IS APPROACHING FAST--

STILL CAN'T SHAKE THIS DARN COLD! MAYBE A LITTLE **WEB-SLINGING** IS WHAT I NEED!

YOU OR I MIGHT WISH FOR "A LITTLE **WEB-SLINGING**", AND THAT WOULD BE THAT--

--BUT, WHEN **PETER PARKER** SAYS IT--IT'S FOR REAL, TIGER!

AHH, **THIS** IS MORE LIKE IT! I'M FEELING **BETTER ALREADY!**

WOW! LOOK AT **THAT!**

THEY MUST BE **NUTS** TO PULL A STICKUP **THERE**, RIGHT IN **SPIDEY-SWINGIN'** TERRITORY! MIGHT AS WELL DO IT IN **MACY'S WINDOW!**

GLAD MY **CAMERA'S** LOADED! LOOKS LIKE I'LL BE ABLE TO SELL SOME PIX TO **JOLLY JONAH!**

HEADS UP, YOU GUYS! HERE COMES **SPIDER-MAN!**

SO WHAT? THAT'S WHAT WE WERE **WAITIN'** FOR, WUZN'T IT?

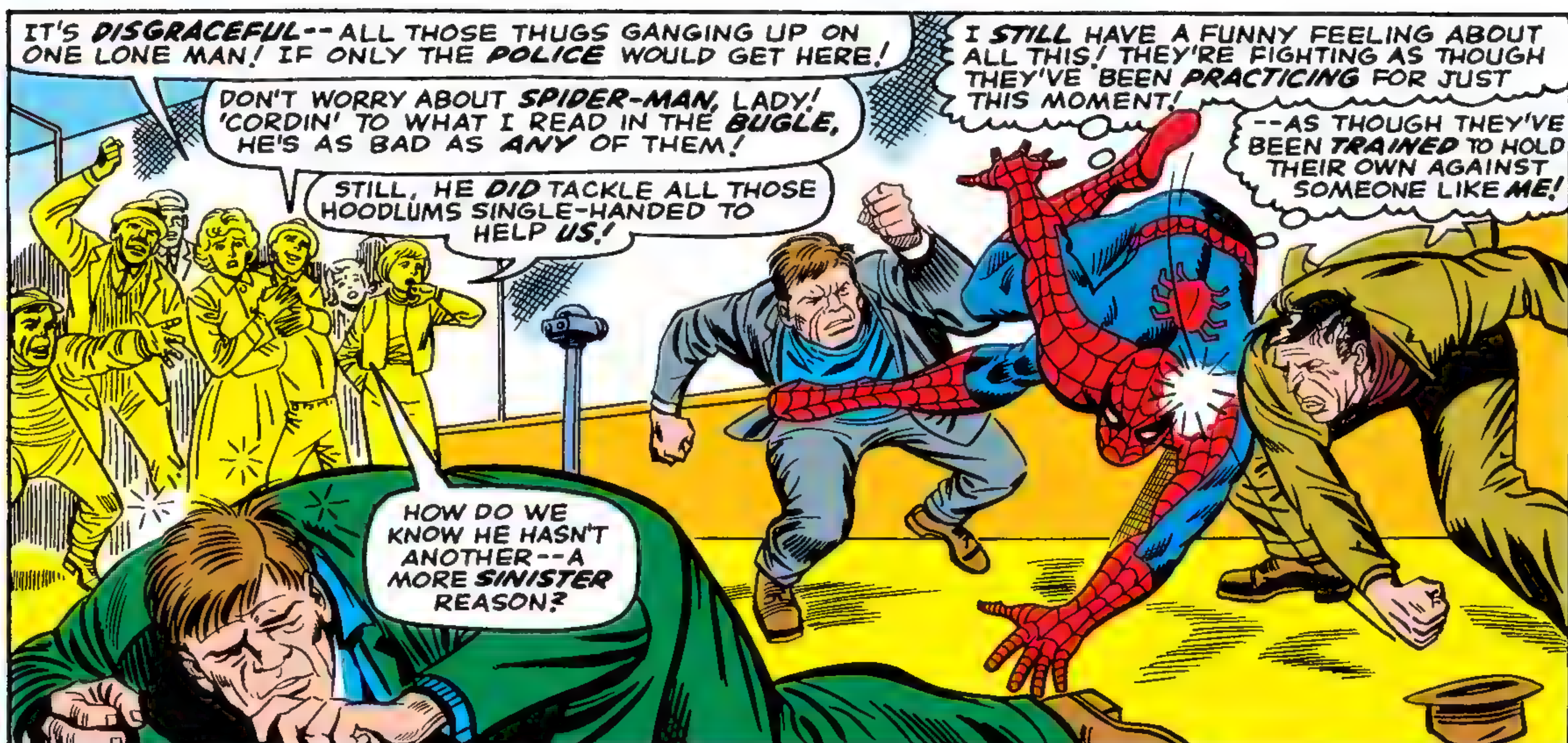
LET 'IM COME! WE'LL TAKE CARE OF 'IM!

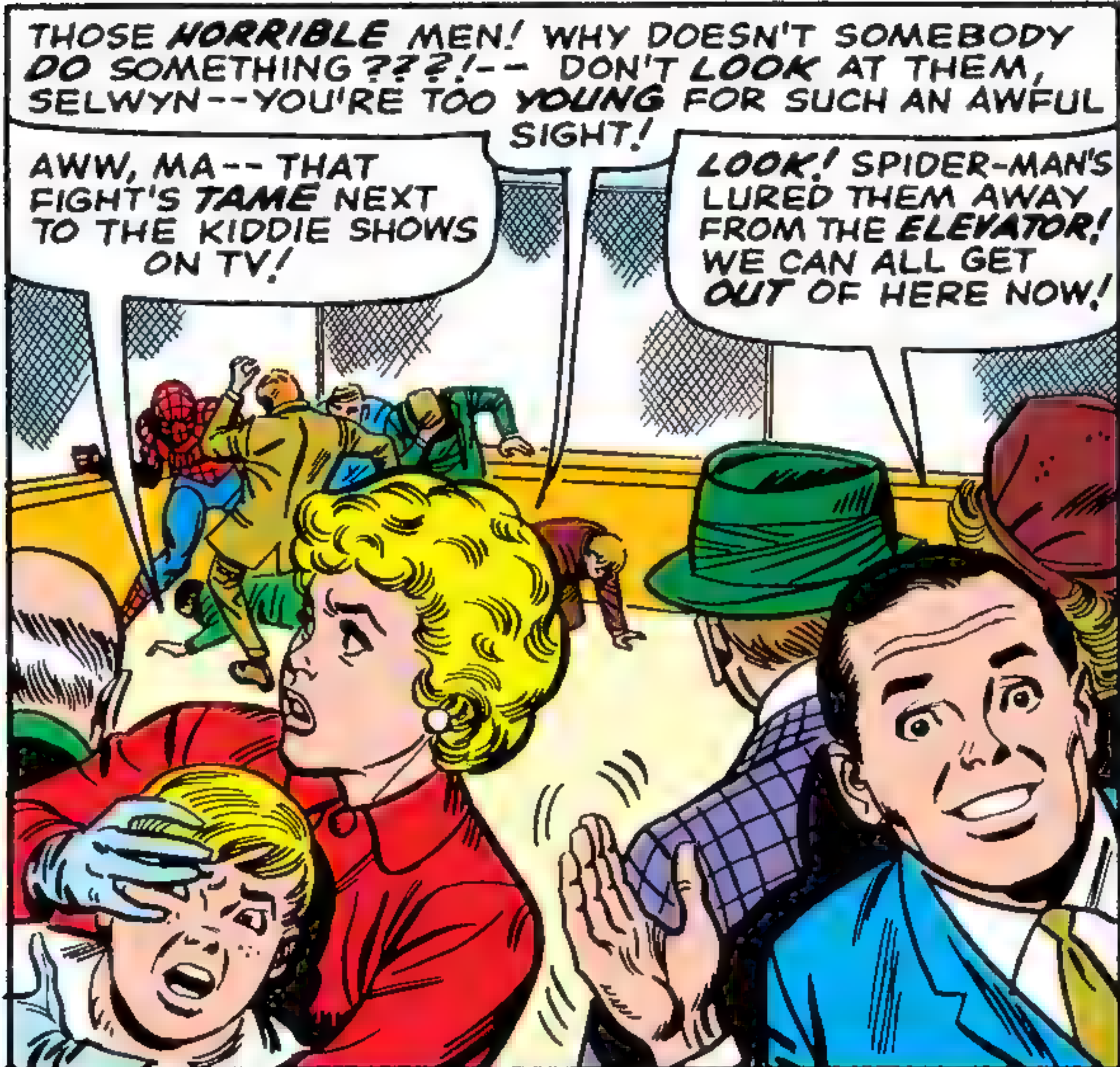
DON'T NOBODY TRY ANYTHING **FUNNY**, SEE?

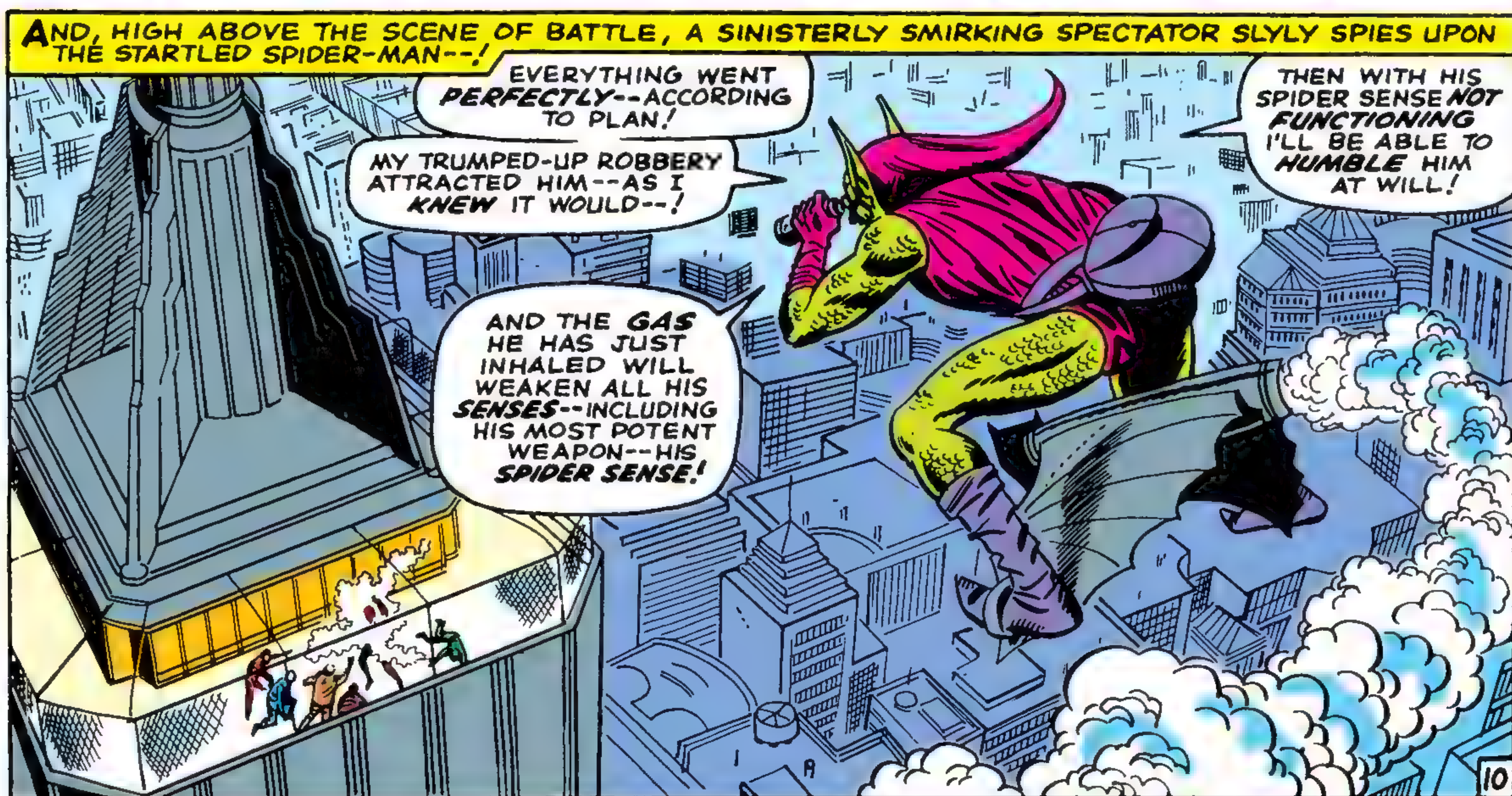
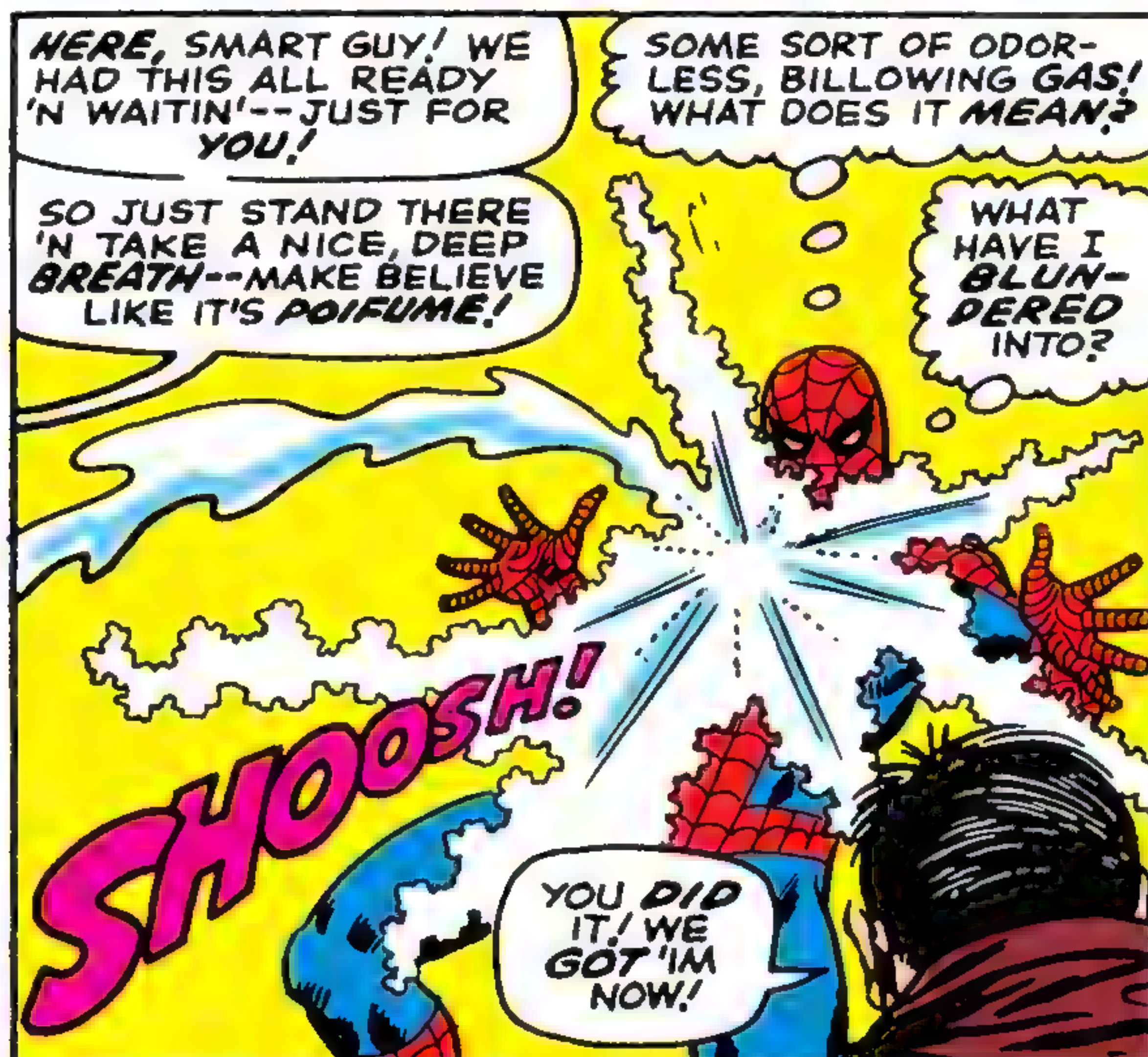
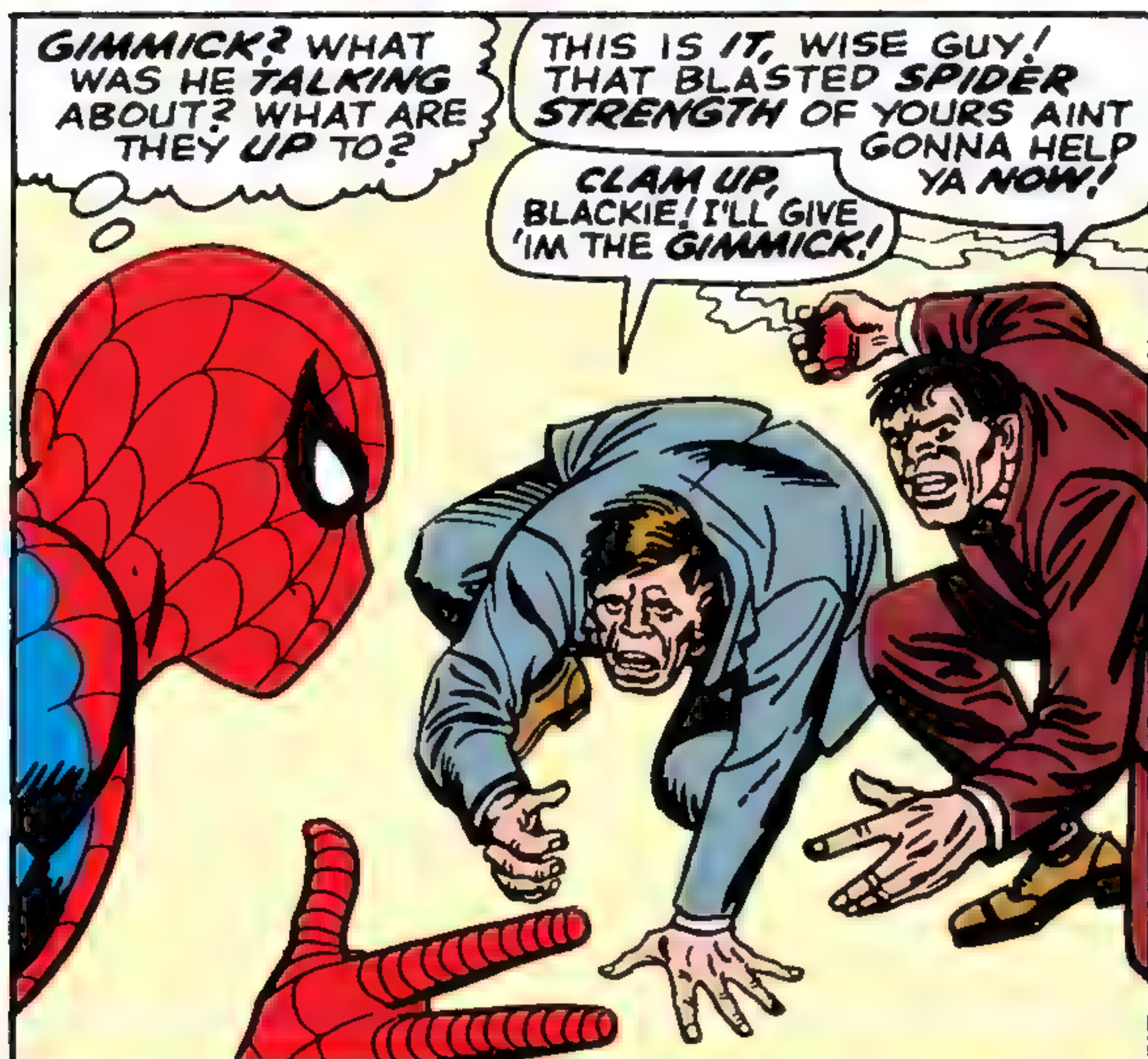
YEAH, BUT A **PUSHOVER** THAT GUY AINT!

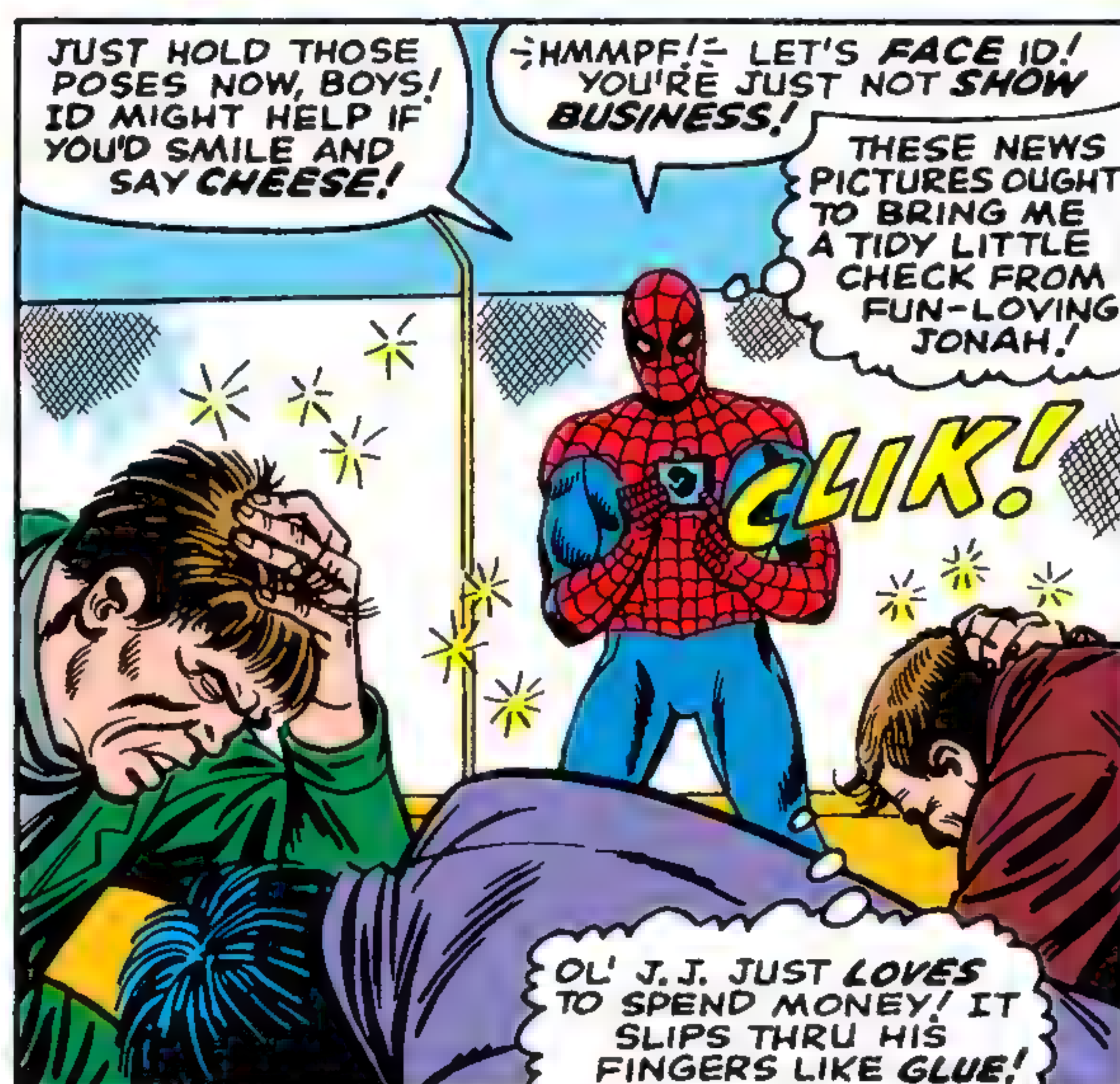
WE AINT EXACTLY FAMOUS FOR OUR **SENSAHUMOR!**

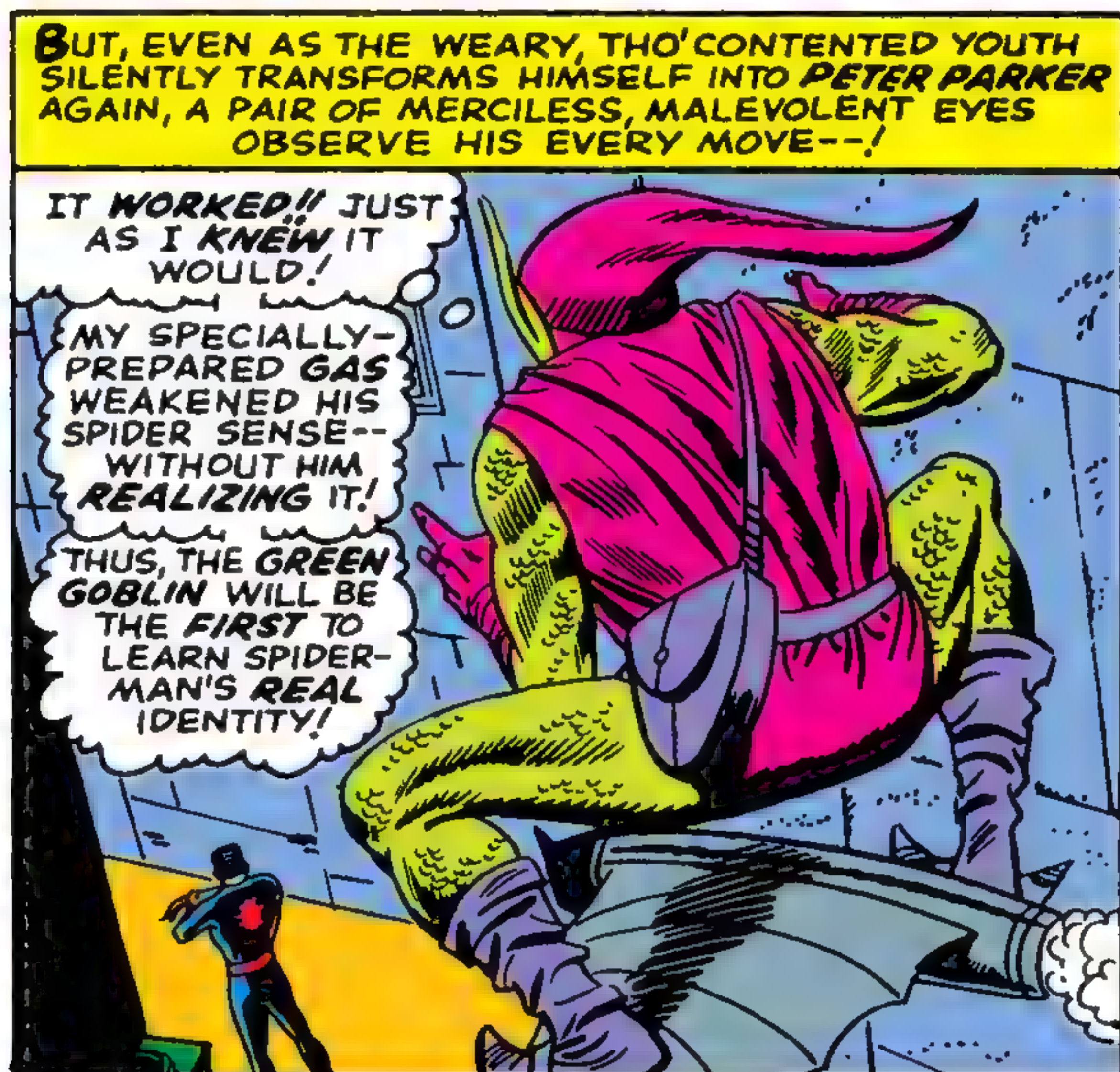


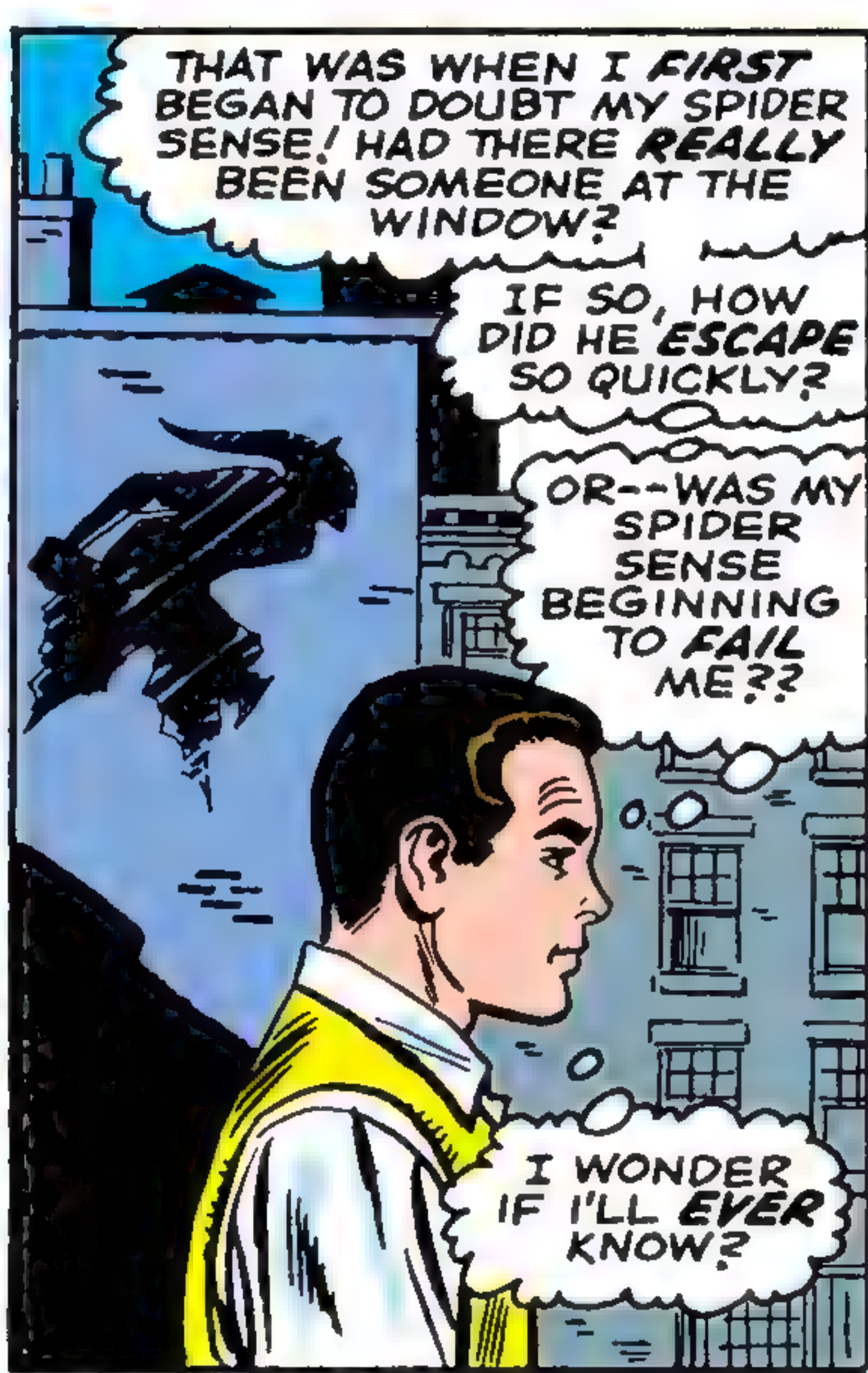
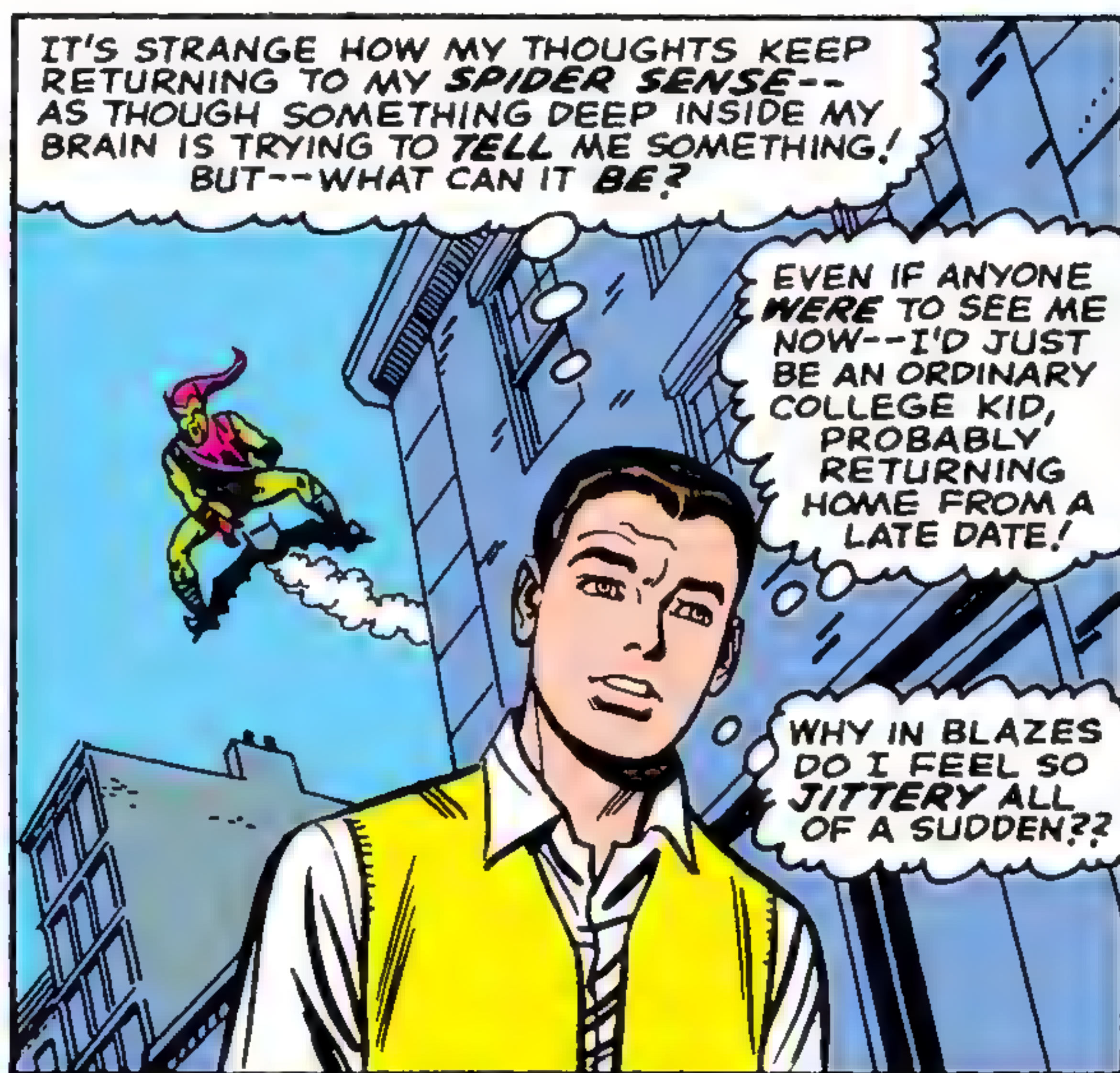


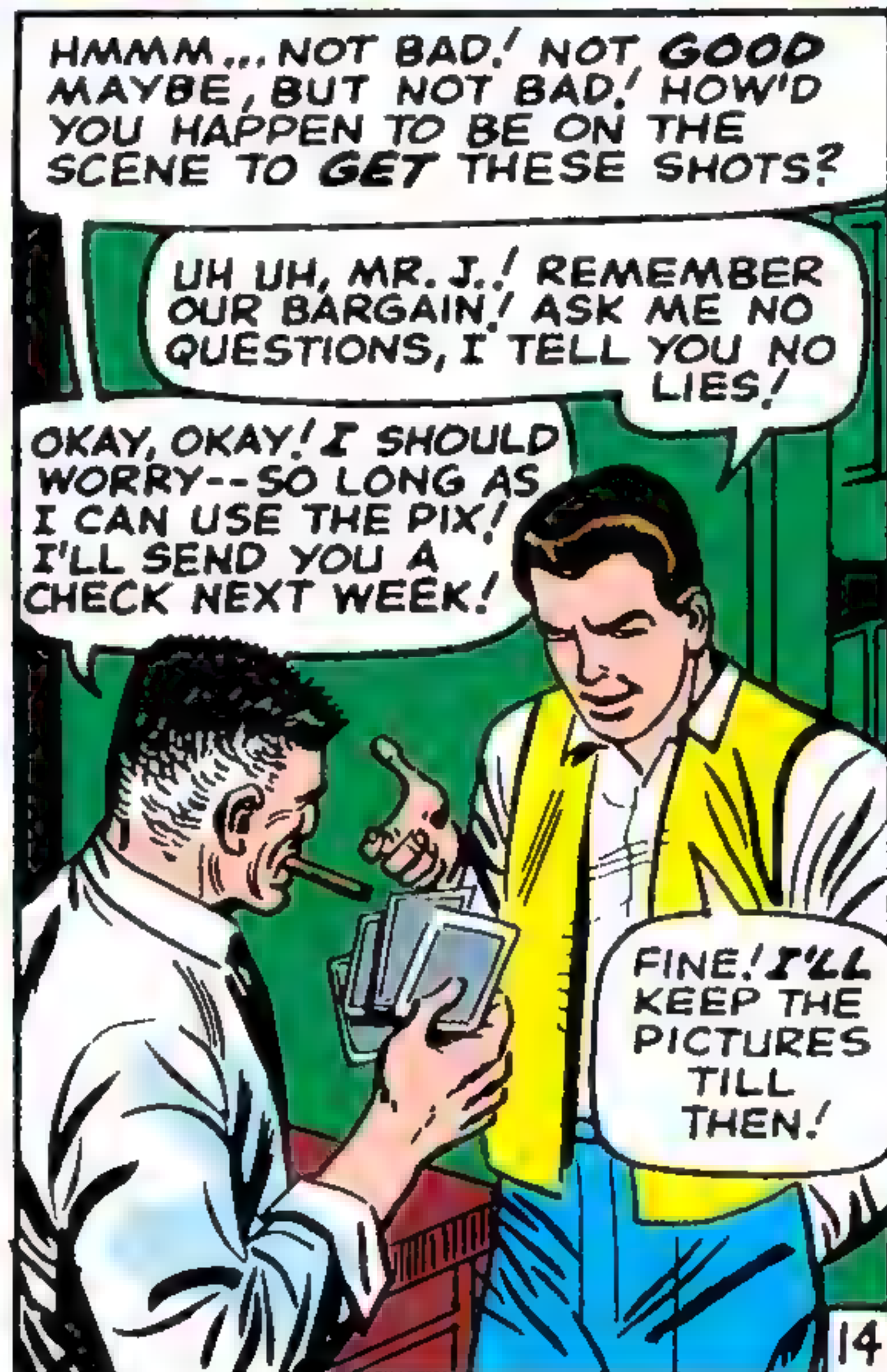
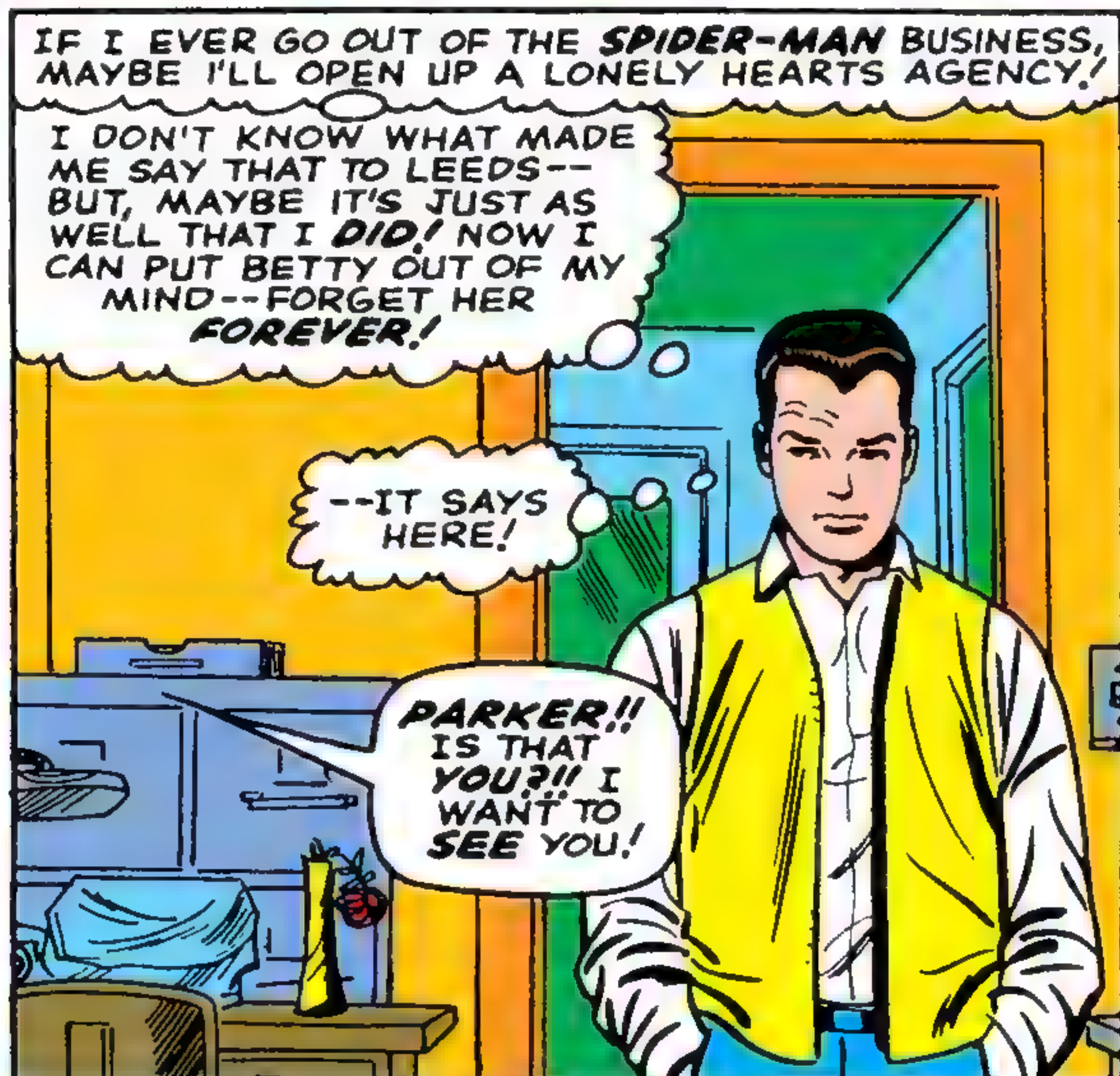


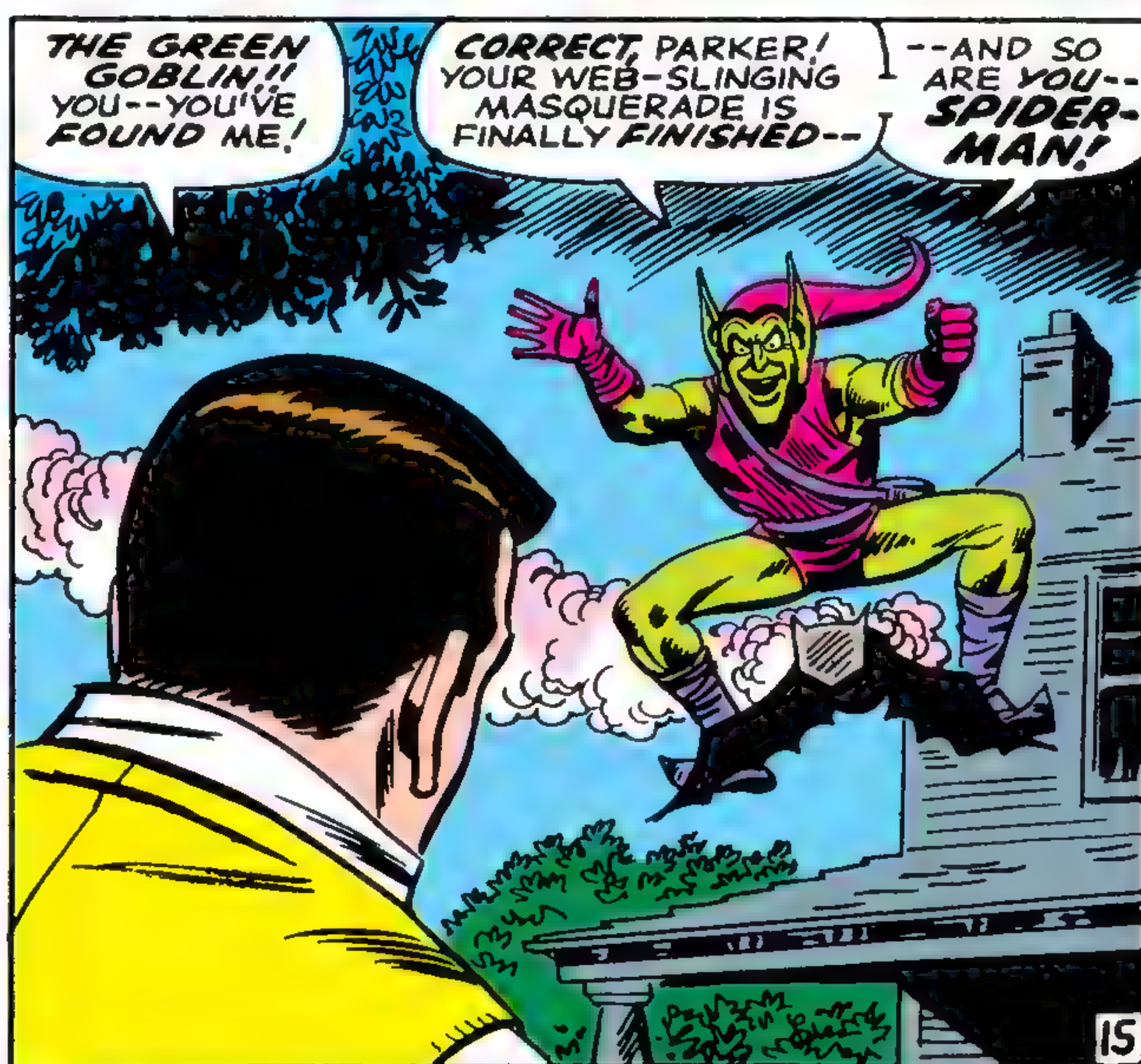
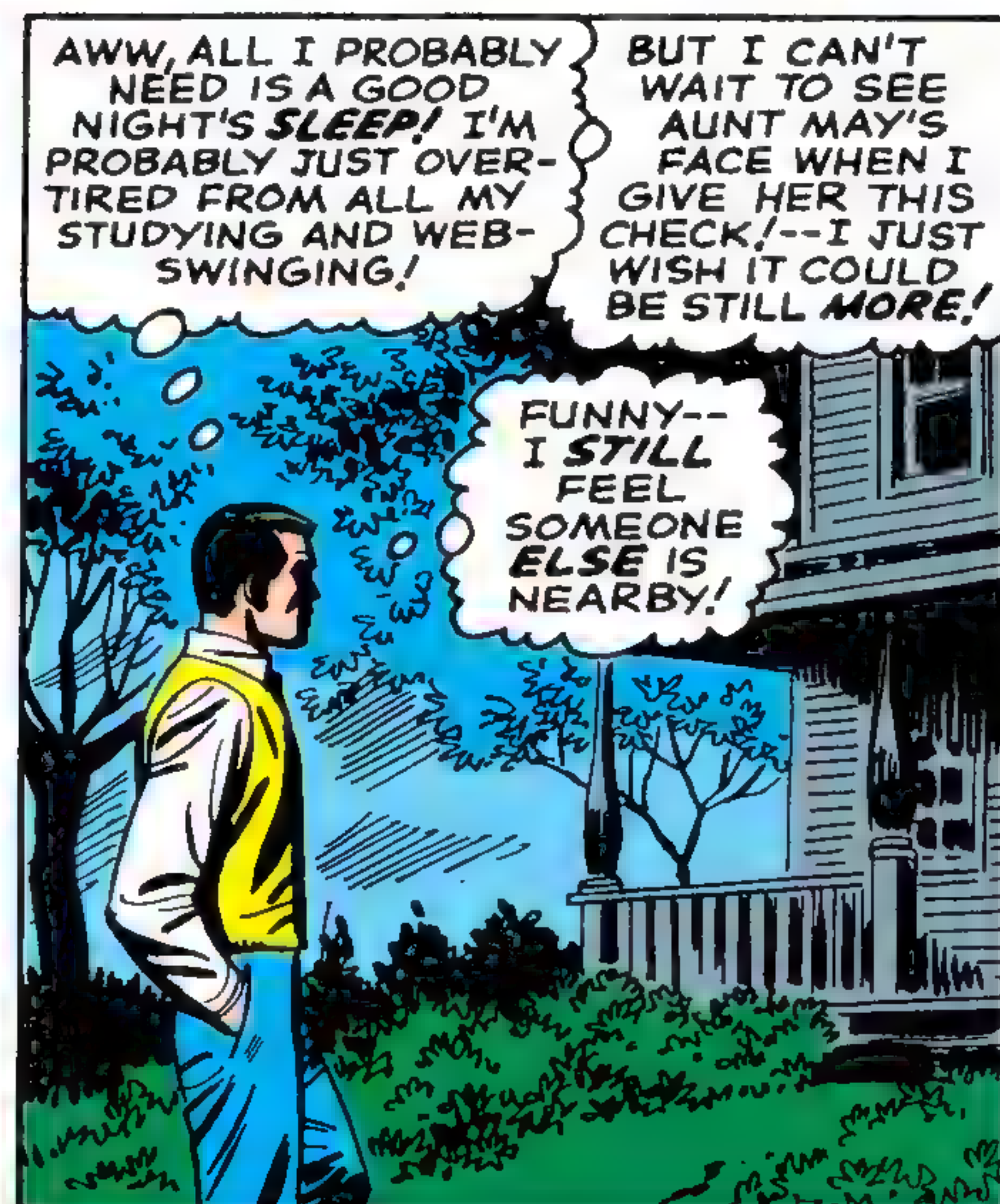
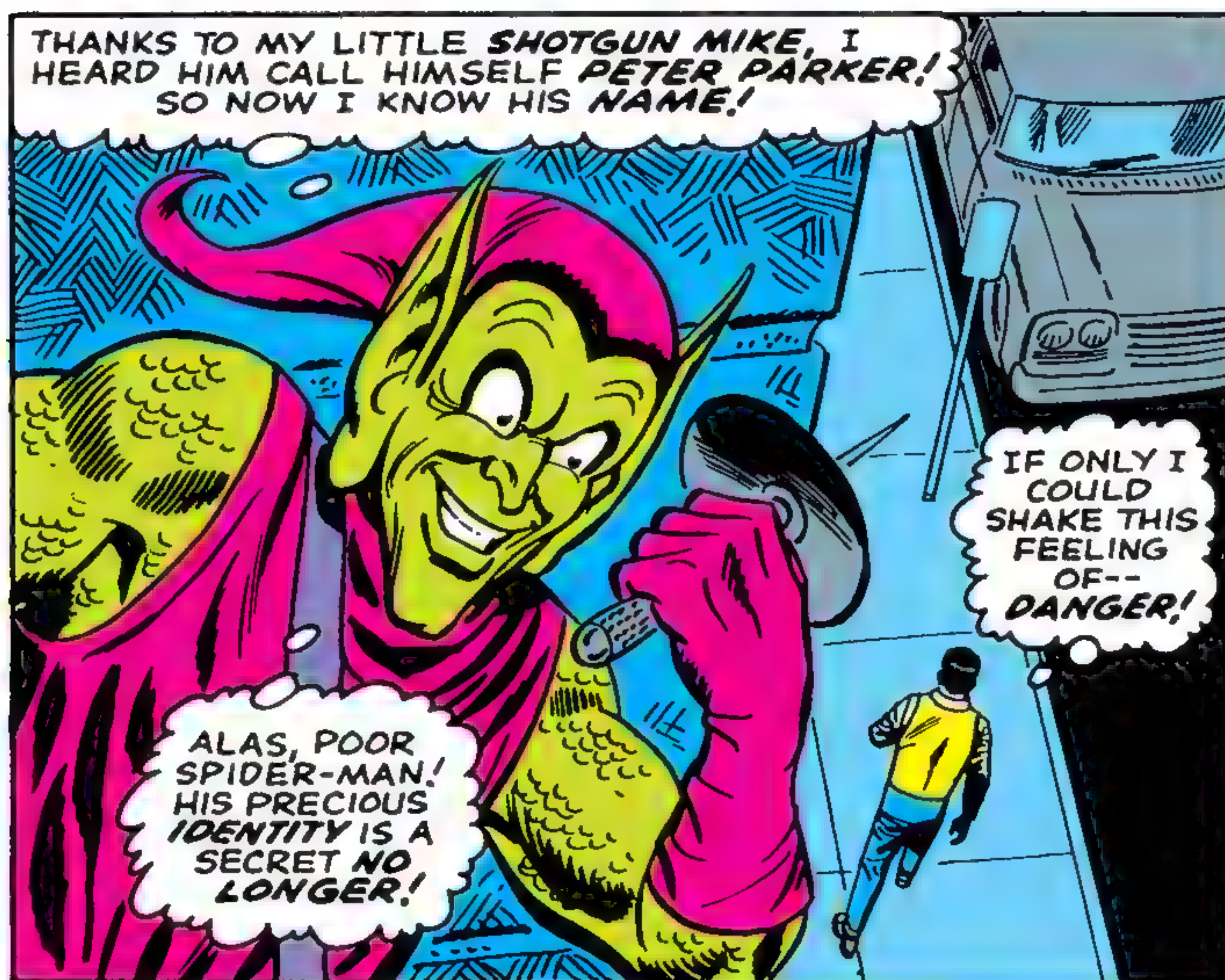
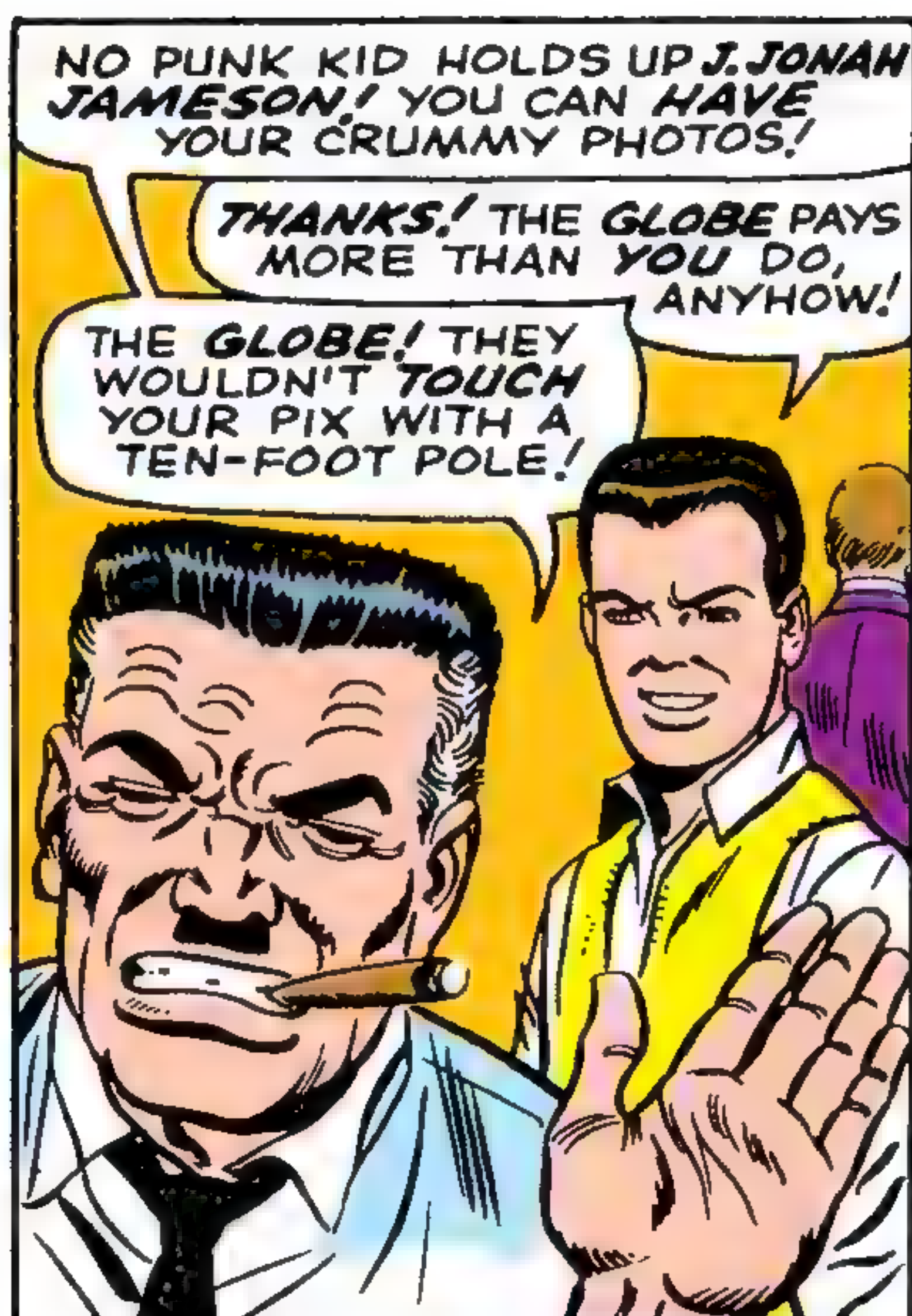


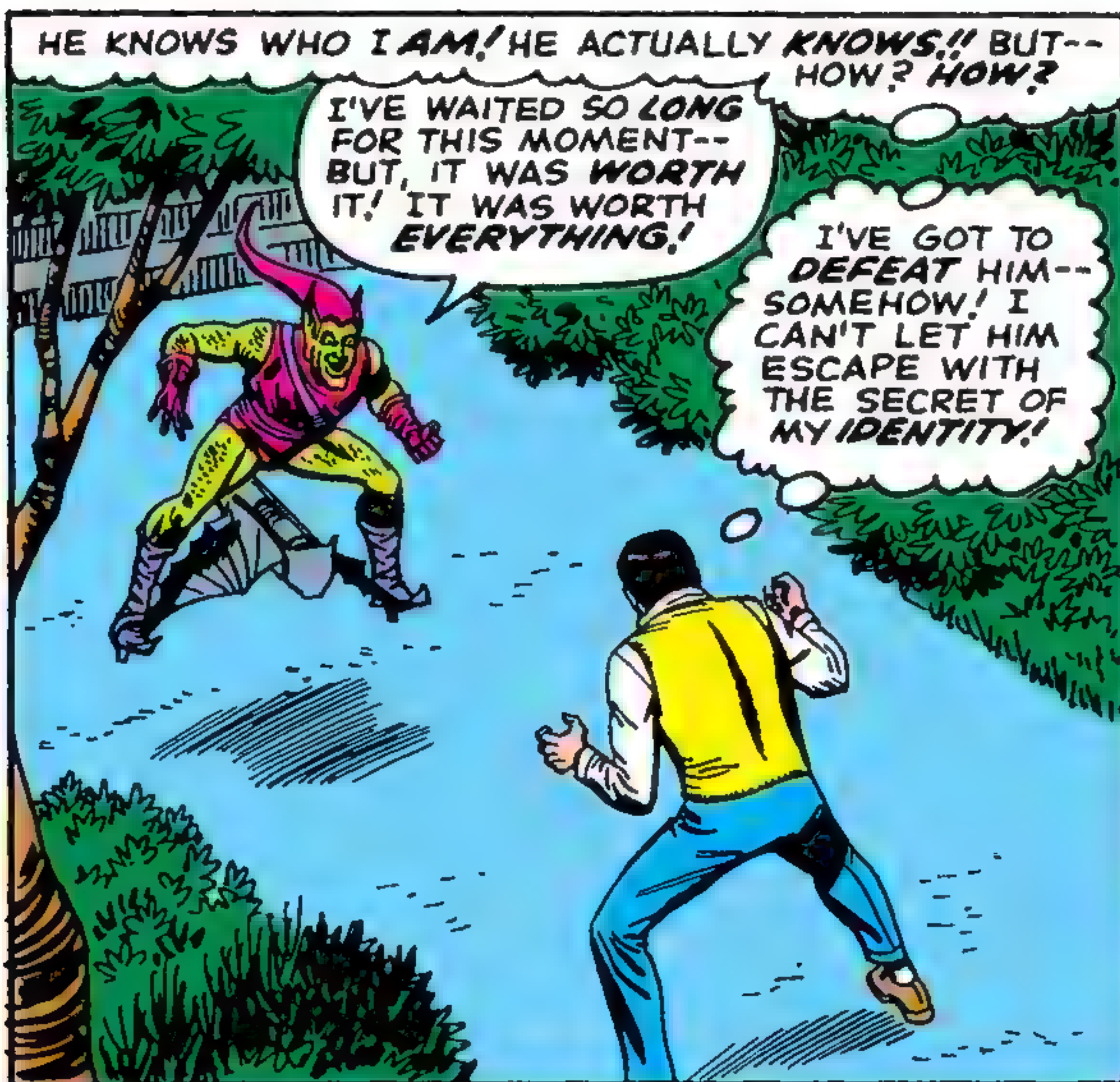












HE KNOWS WHO I AM! HE ACTUALLY KNOWS!! BUT-- HOW? HOW?

I'VE WAITED SO LONG FOR THIS MOMENT-- BUT, IT WAS WORTH IT! IT WAS WORTH EVERYTHING!

I'VE GOT TO DEFEAT HIM-- SOMEHOW! I CAN'T LET HIM ESCAPE WITH THE SECRET OF MY IDENTITY!



BUT--I JUST REMEMBERED--IT'S MORE THAN MY PROBLEM--!

AUNT MAY!! DOC BROMWELL SAID ANY SUDDEN SHOCK COULD BE FATAL TO HER! WHAT IF SHE LEARNS --ABOUT THIS?!!



TORTURED BY AN UNRELENTING CONCERN FOR HIS BELOVED AUNT'S WELFARE, THE DESPERATE YOUTH SUDDENLY MAKES A LIGHTNING-FAST MOVE, ONLY TO FIND--

I'LL SNARE HIM WITH MY WEB BEFORE HE CAN-- OH--NO!

I FORGOT!! I'M NOT WEARING MY COSTUME!! MY WEB-SHOOTER'S IN MY BELT!



YOU LOOK DISAPPOINTED, PARKER! ARE YOU BEGINNING TO REALIZE HOW HOPELESS YOUR PITIFUL PLIGHT IS?

HE'S TAUNTING ME! HE KNOWS THE SPOT I'M IN! AND I CAN'T POSSIBLY SWITCH TO MY SPIDEY-SUIT BEFORE HE STRIKES!

BUT WHAT OF AUNT MAY? WHAT IF SHE COMES TO THE WINDOW-- EVEN NOW?



A SMOKE SCREEN!! TOOK ME BY SURPRISE-- FILLING MY LUNGS-- CHOKING ME--!

THE GREAT SPIDER-MAN-- NOTHING MORE THAN A CALLOW YOUTH-- A PATHETIC STRIPLING!

IT IS ALMOST AN INSULT TO MY OWN GREAT POWERS FOR ME TO BATTLE ONE AS OUT-CLASSED AS YOU ARE!

BUT, HOW YOU SHALL NOW PAY--TO MAKE UP FOR THE MANY TIMES YOU'VE ESCAPED ME IN THE PAST!

AND, EVEN AS THE TWO ARCH-FOES FACE EACH OTHER--POSSIBLY FOR THE LAST TIME--WITHIN THE HOUSE WE FIND--

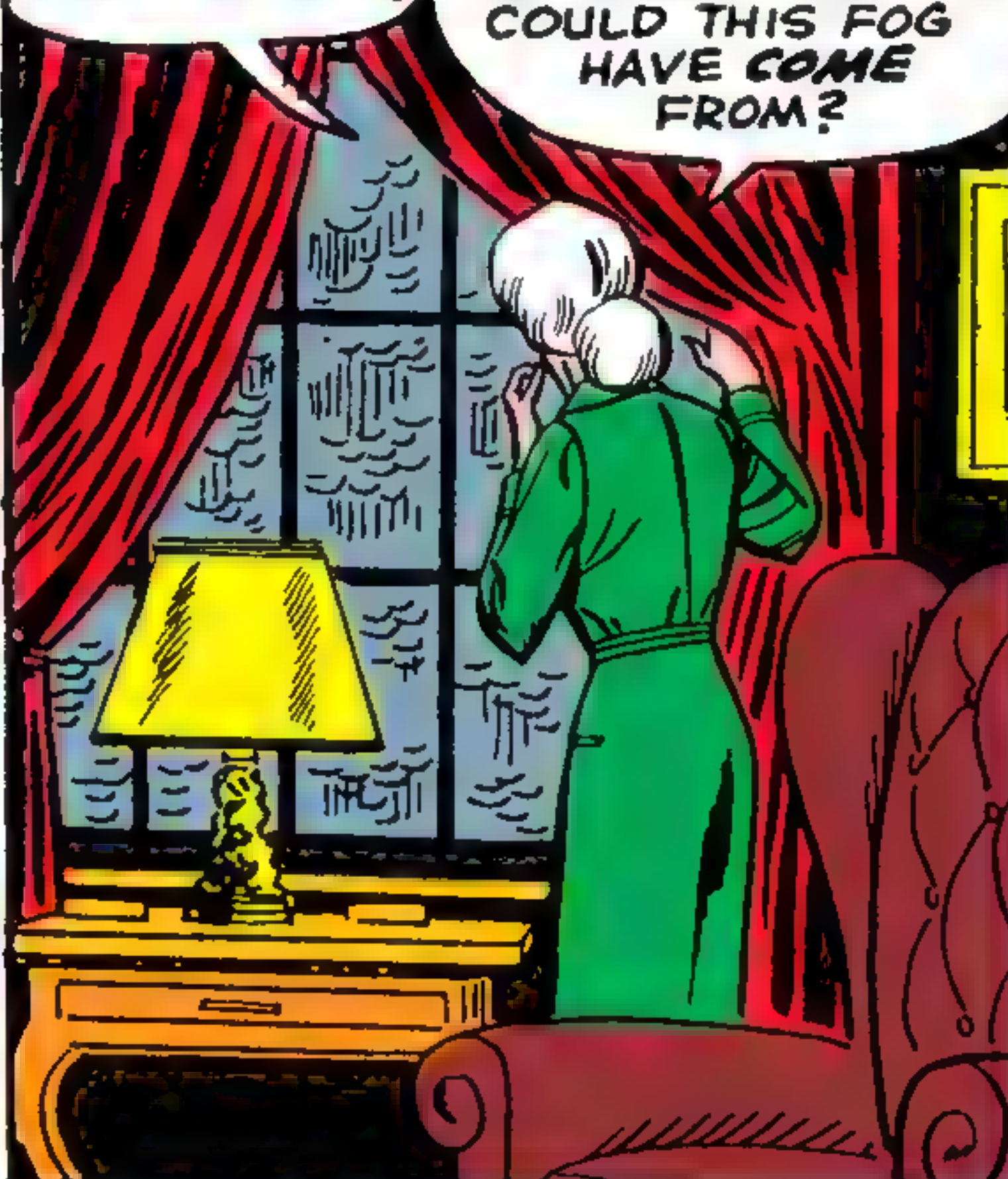
IS IT MERELY MY IMAGINATION, OR DO I KEEP HEARING THE STRANGEST SOUNDS OUT THERE?

I'D BETTER HAVE A LOOK THRU THE WINDOW--



OH DEAR--I CAN'T SEE A THING! THERE'S SOME SORT OF DENSE FOG OUTSIDE!

BUT, THAT'S MOST PECULIAR! IT WAS A CLEAR SPRING NIGHT, JUST A FEW MINUTES AGO! WHERE ON EARTH COULD THIS FOG HAVE COME FROM?



POOR PETER! OUT THERE ALONE ON SUCH A DARK, FOG-SHROUDED EVENING!

I DO WISH HE WERE HOME! HE'S A FRAIL YOUNG MAN--AND THE CITY CAN BE SO COLD--SO MERCILESS--!



BUT, AT THAT VERY SECOND, MAY PARKER'S "FRAIL YOUNG MAN" PREPARES TO GIVE A GOOD ACCOUNT OF HIMSELF AGAINST THE DEADLY GREEN GOBLIN--



EVEN WITHOUT MY COSTUME ON, I'VE STILL GOT MY SPIDER POWERS--

AND THIS IS ONE WAY TO GET ABOVE THE SMOKE AND THEREBY CLEAR MY LUNGS--!

IF ONLY I WEREN'T WORRIED ABOUT AUNT MAY OVER-HEARING US! I'M AFRAID TO HURL MYSELF HEADLONG INTO A FULL-FLEDGED ATTACK--AND YET--



HE'S COMING BACK TOWARDS ME--PREPARING TO UNLEASH ONE OF HIS GOBLIN BLASTS--!

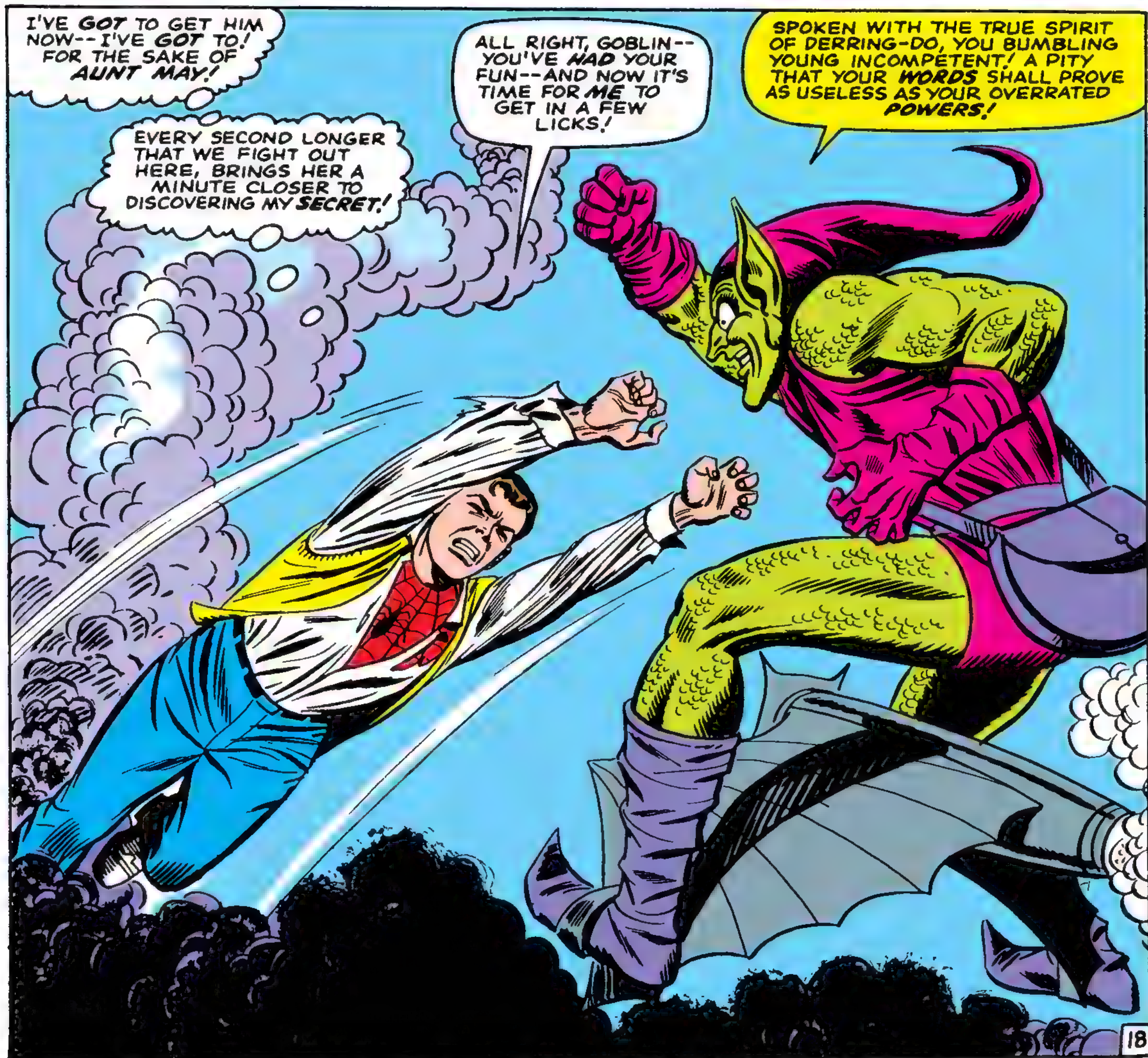
AHH--YOU'RE FAST, PARKER--EVEN FASTER THAN I REMEMBERED!

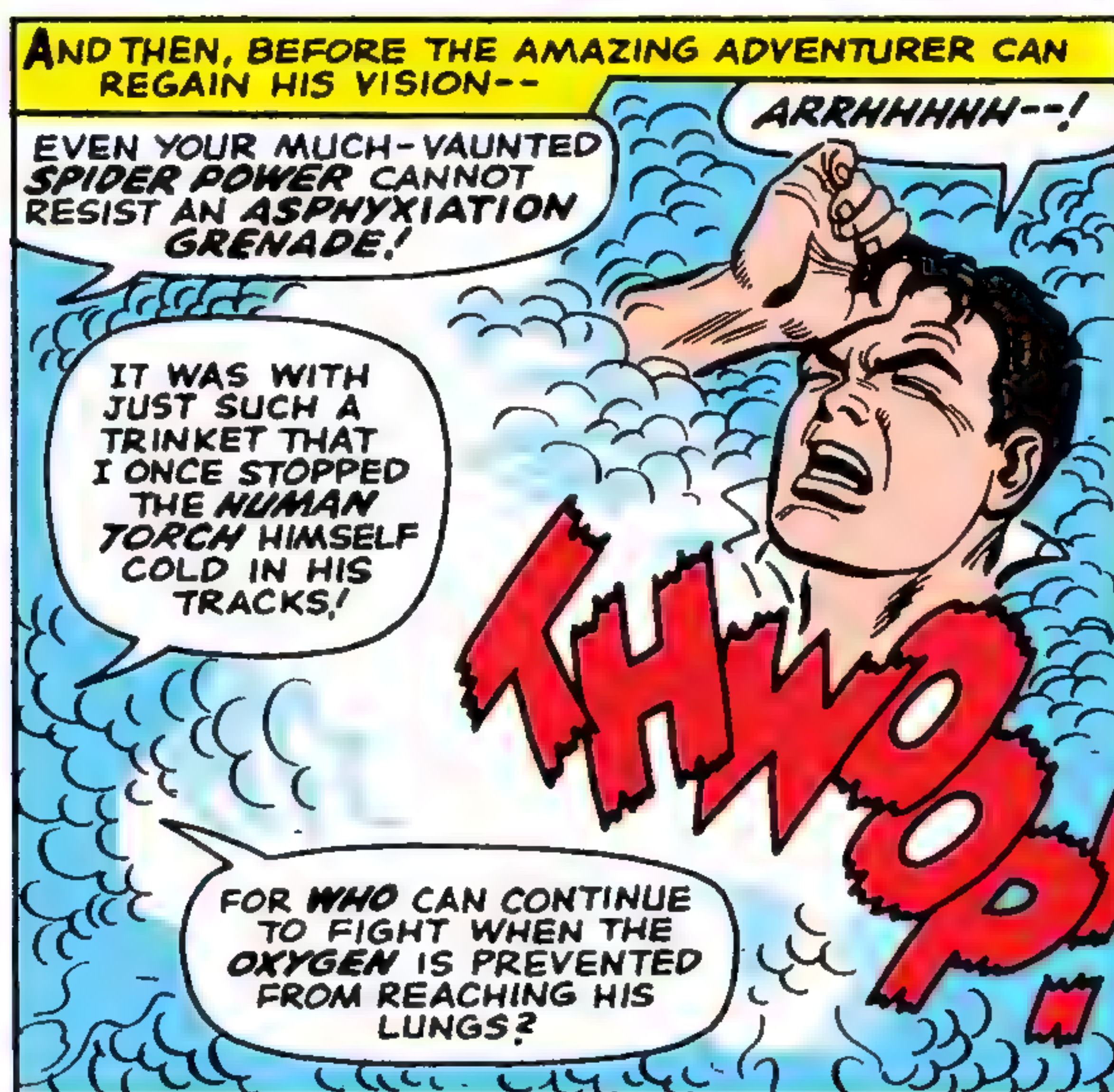
BUT, I DON'T MIND IT IF YOU DRAG OUR BATTLE OUT A BIT! IT CAN ONLY MAKE THE SWEET SCENT OF VICTORY THAT MUCH MORE PALATABLE FOR ME AT THE END!

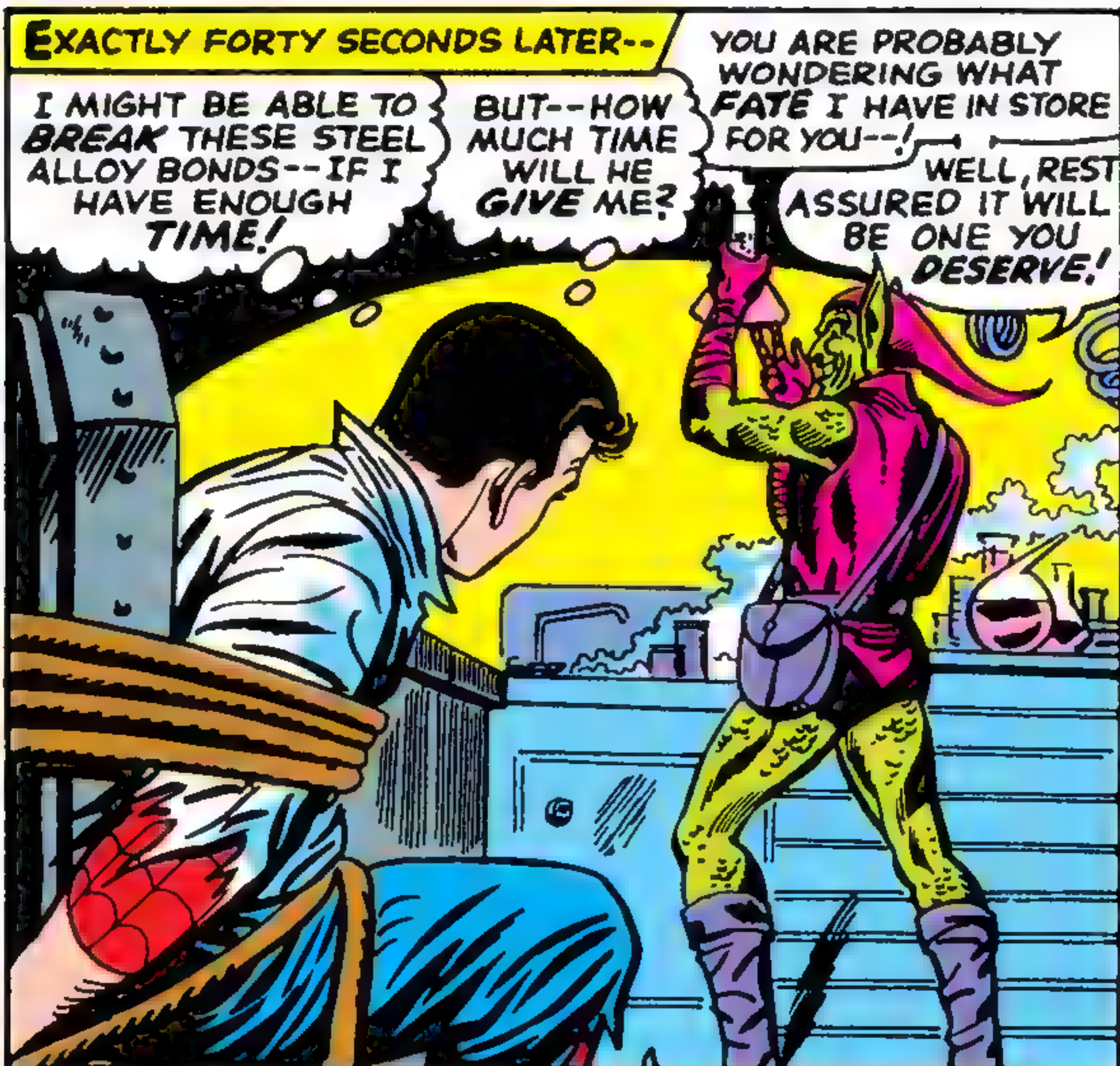


HE'S NOT PULLING ANY PUNCHES!

THAT BLAST COULD HAVE FINISHED ME!









MARVEL
COMICS
GROUP

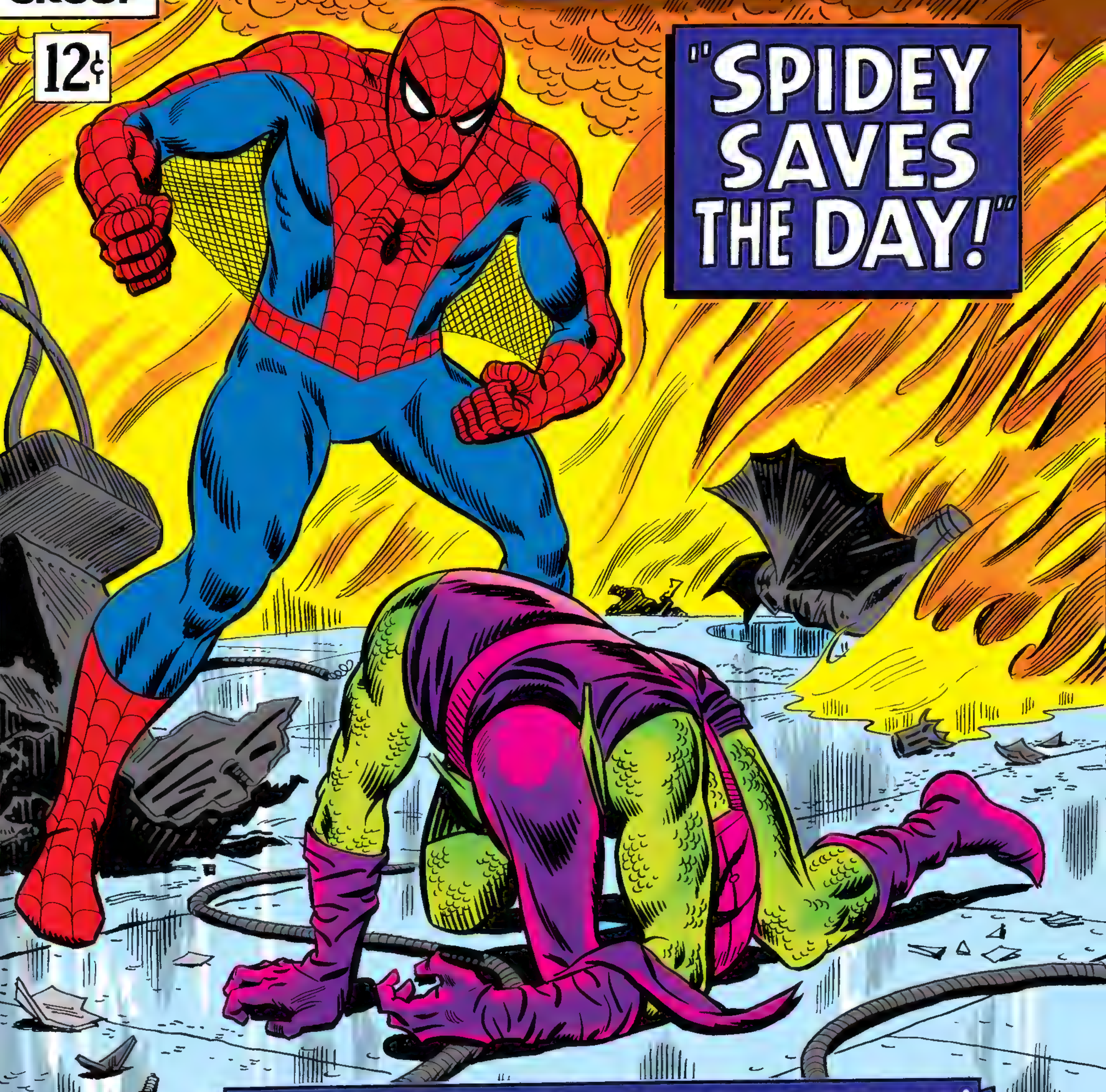
the AMAZING SPIDER-MAN^{IND.}

APPROVED
BY THE
COMICS
CODE
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**"SPIDEY
SAVES
THE DAY!"**



THE END OF THE GREEN GOBLIN!

THE AMAZING SPIDER-MAN!

"SPIDEY SAVES THE DAY!"

FEATURING:

THE END OF THE GREEN GOBLIN!

IF YOU MISSED OUR LAST ISH BECAUSE YOU WERE ORBITING EARTH ON A SPACE SHIP (THE ONLY ACCEPTABLE REASON FOR A TRUE SPIDOPHILE'S COPPING OUT), ALL WE NEED TELL YOU IS THAT SPIDEY HAS BEEN CAPTURED AND UNMASKED BY THE GREEN GOBLIN... ONLY TO LEARN THAT HIS UBIQUITOUS ENEMY IS NONE OTHER THAN NORMAN OSBORN, FATHER OF PETER'S COLLEGE CLASSMATE, HARRY OSBORN! AND NOW, TIGER, YOU'RE ON YOUR OWN...

I'VE GOT TO STALL FOR TIME... KEEP HIM TALKING... WHILE I STRAIN AGAINST THESE STEEL ALLOY COILS HE'S TIED ME WITH!

TAKE A LOOK AT MY FACE, PARKER... A GOOD, LONG LOOK! IT'S THE LAST FACE YOU'LL EVER SEE... IN THIS LIFE!

I SHOULD HAVE KNOWN IT WOULD BE YOU, OSBORN! ANYONE WHO'D HAVE A SON LIKE HARRY...!

HARRY?? YOU KNOW MY SON?!!

CONCEIVED IN FANTASY, AND DEDICATED TO THE PROPOSITION THAT ALL MARVELITES ARE ENTITLED TO LIFE, LIBERTY, AND THE PURSUIT OF COMIC BOOK QUALITY! SO SAY WE ALL!

STAN
LEE
WRITER

JOHN
ROMITA
PENCILLER

MICKEY
DEMEO
INKER

SAM
ROSEN
LETTERER



YOU SHOULDN'T HAVE MENTIONED HARRY! WHY DID YOU REMIND ME OF HIM?

I MUSTN'T THINK OF HIM, DO YOU HEAR! I MUST FORGET... FORGET!

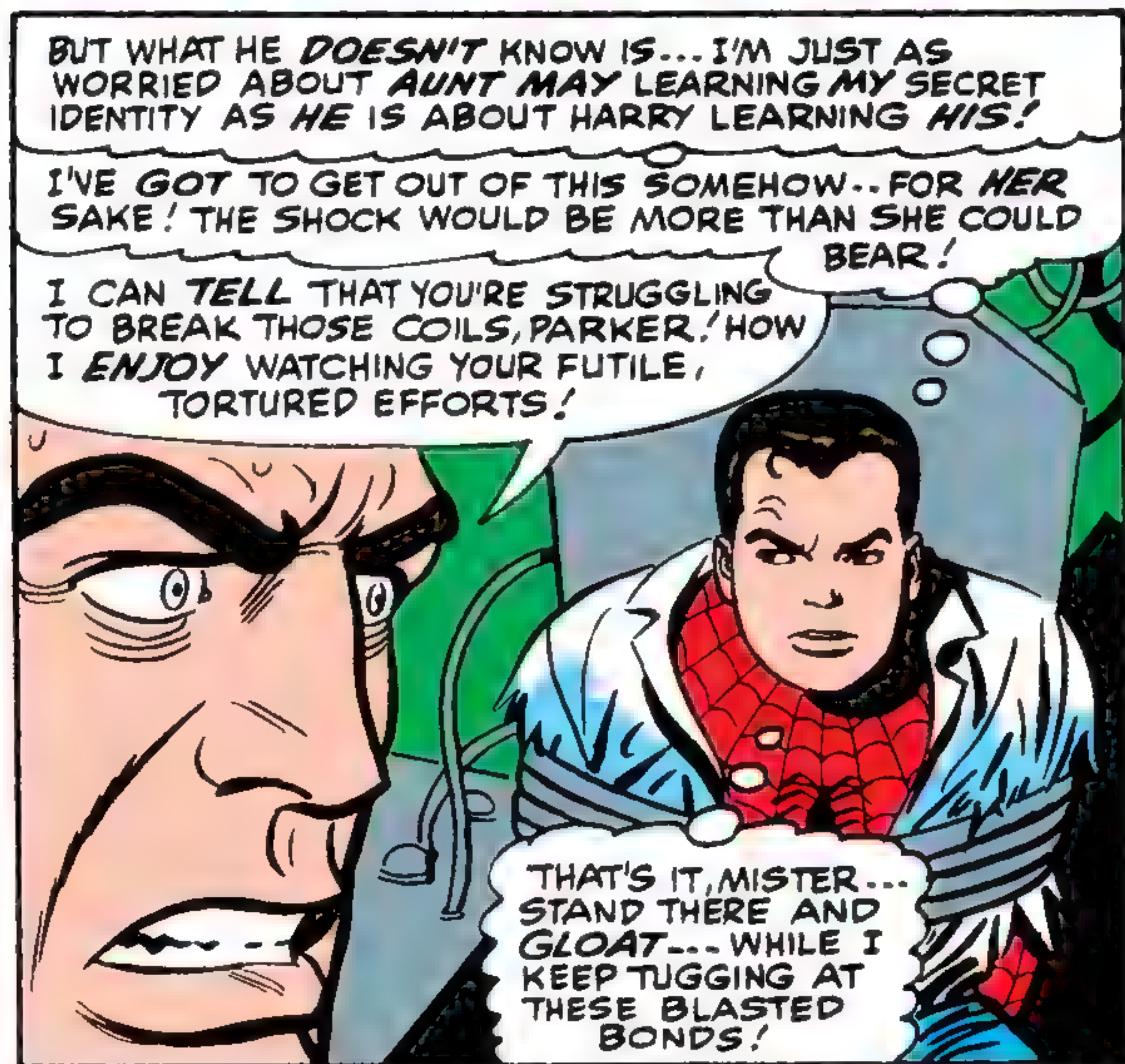


HE THINKS I'M JUST A SIMPLE BUSINESSMAN! HE MUST NEVER KNOW THE TRUTH... NEVER!

AND HE WON'T! YOU'LL NEVER TELL HIM! I WON'T LET YOU!



THAT'S ANOTHER REASON WHY YOU MUST DIE, PARKER! ONLY YOU KNOW WHO THE GREEN GOBLIN IS!... JUST AS I KNOW WHO SPIDER-MAN REALLY IS!

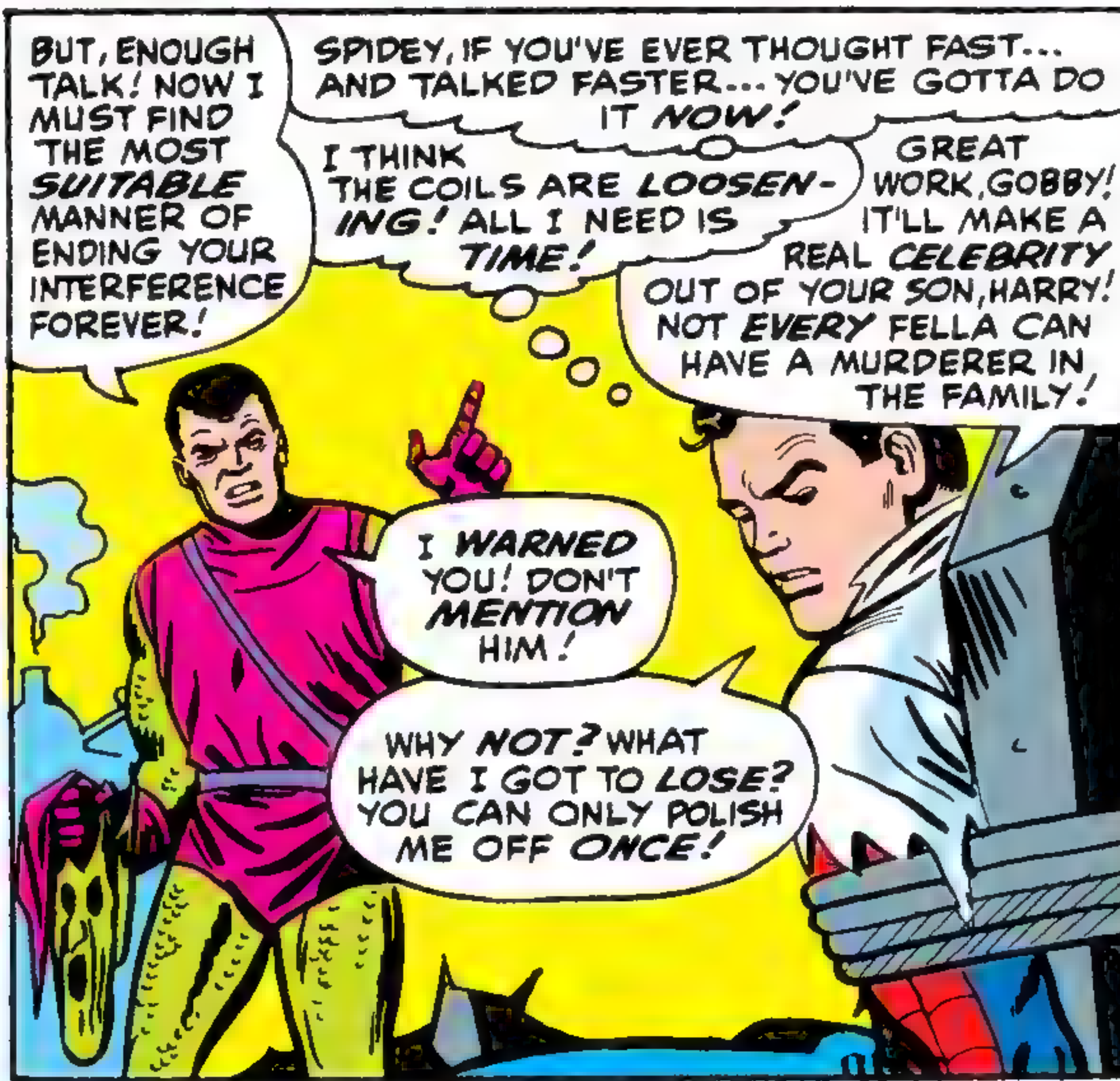


BUT WHAT HE DOESN'T KNOW IS... I'M JUST AS WORRIED ABOUT AUNT MAY LEARNING MY SECRET IDENTITY AS HE IS ABOUT HARRY LEARNING HIS!

I'VE GOT TO GET OUT OF THIS SOMEHOW... FOR HER SAKE! THE SHOCK WOULD BE MORE THAN SHE COULD BEAR!

I CAN TELL THAT YOU'RE STRUGGLING TO BREAK THOSE COILS, PARKER! HOW I ENJOY WATCHING YOUR FUTILE, TORTURED EFFORTS!

THAT'S IT, MISTER... STAND THERE AND GLOAT... WHILE I KEEP TUGGING AT THESE BLASTED BONDS!



BUT, ENOUGH TALK! NOW I MUST FIND THE MOST SUITABLE MANNER OF ENDING YOUR INTERFERENCE FOREVER!

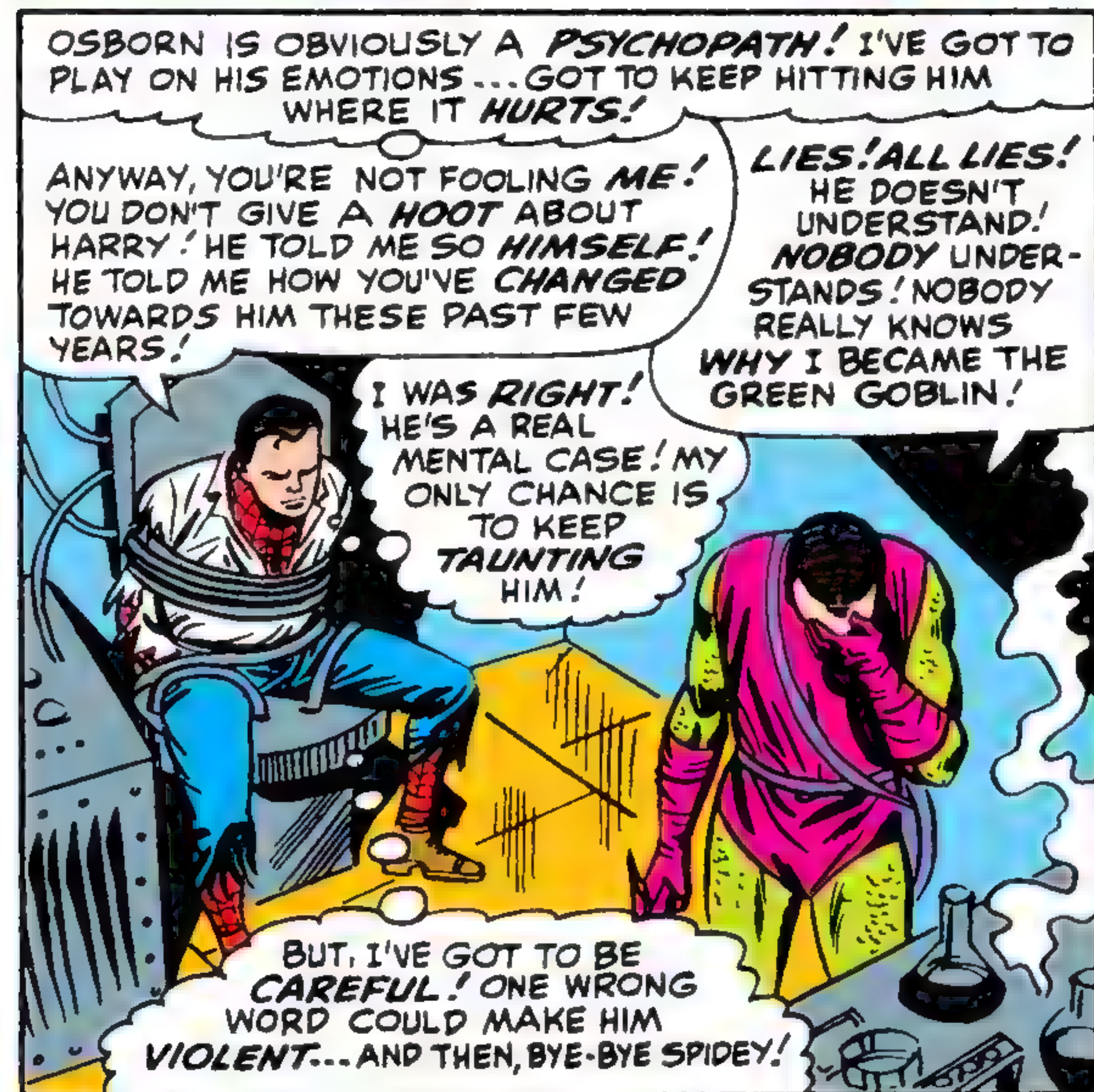
SPIDEY, IF YOU'VE EVER THOUGHT FAST... AND TALKED FASTER... YOU'VE GOTTA DO IT NOW!

I THINK THE COILS ARE LOOSENING! ALL I NEED IS TIME!

GREAT WORK, GOBBY! IT'LL MAKE A REAL CELEBRITY OUT OF YOUR SON, HARRY! NOT EVERY FELLA CAN HAVE A MURDERER IN THE FAMILY!

I WARNED YOU! DON'T MENTION HIM!

WHY NOT? WHAT HAVE I GOT TO LOSE? YOU CAN ONLY POLISH ME OFF ONCE!



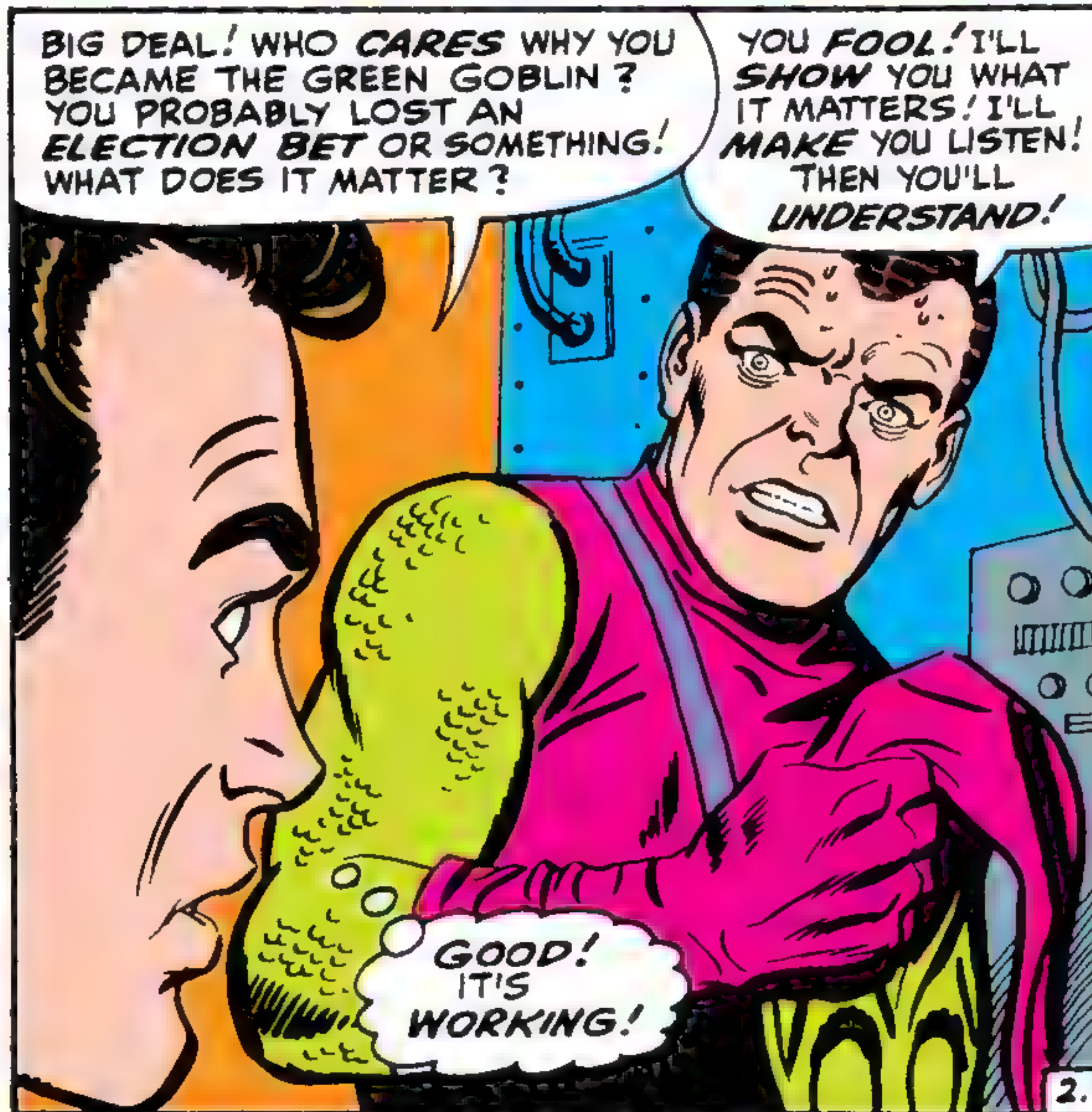
OSBORN IS OBVIOUSLY A PSYCHOPATH! I'VE GOT TO PLAY ON HIS EMOTIONS... GOT TO KEEP HITTING HIM WHERE IT HURTS!

ANYWAY, YOU'RE NOT FOOLING ME! YOU DON'T GIVE A HOOT ABOUT HARRY! HE TOLD ME SO HIMSELF! HE TOLD ME HOW YOU'VE CHANGED TOWARDS HIM THESE PAST FEW YEARS!

LIES! ALL LIES! HE DOESN'T UNDERSTAND! NOBODY UNDERSTANDS! NOBODY REALLY KNOWS WHY I BECAME THE GREEN GOBLIN!

I WAS RIGHT! HE'S A REAL MENTAL CASE! MY ONLY CHANCE IS TO KEEP TAUNTING HIM!

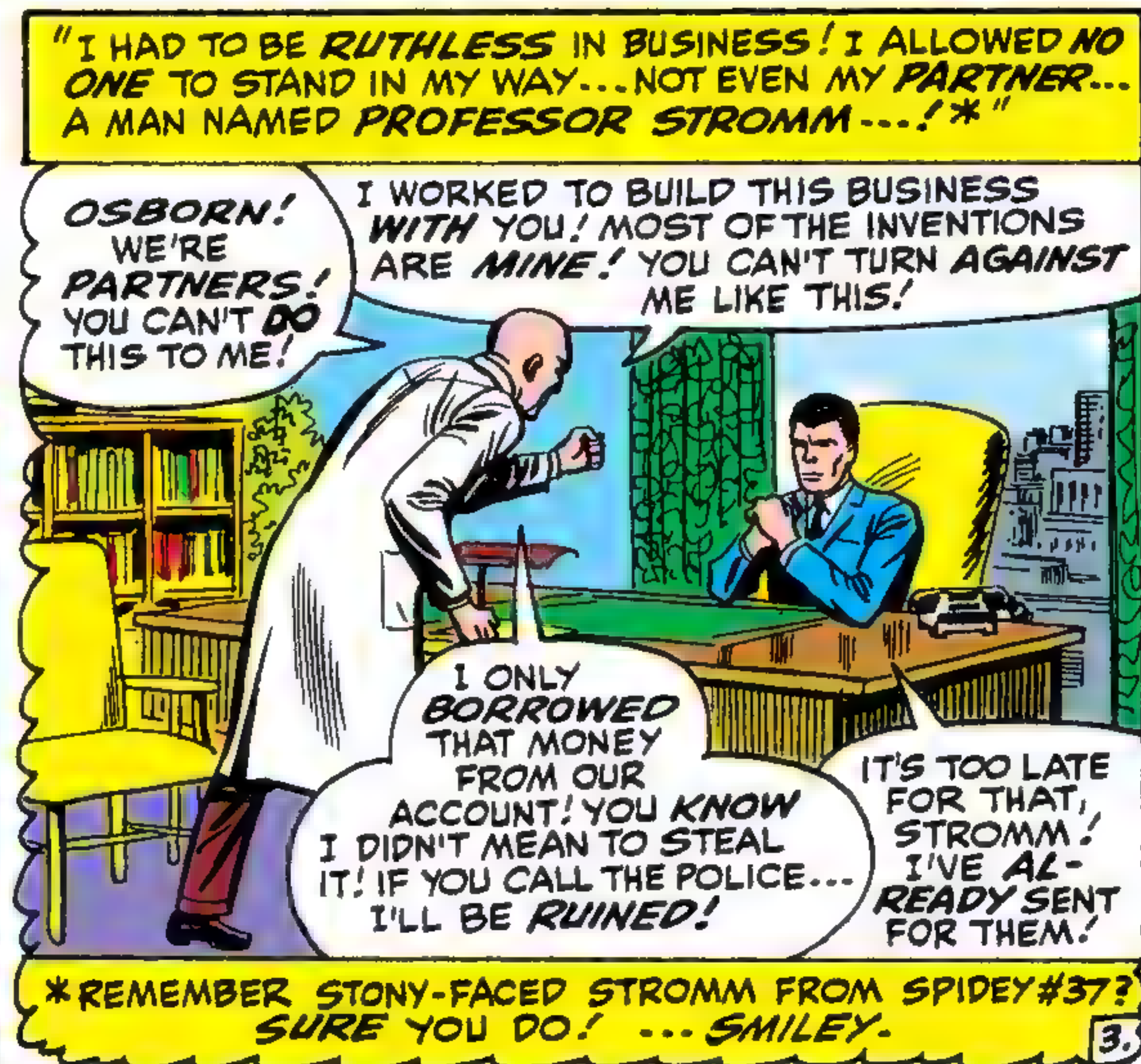
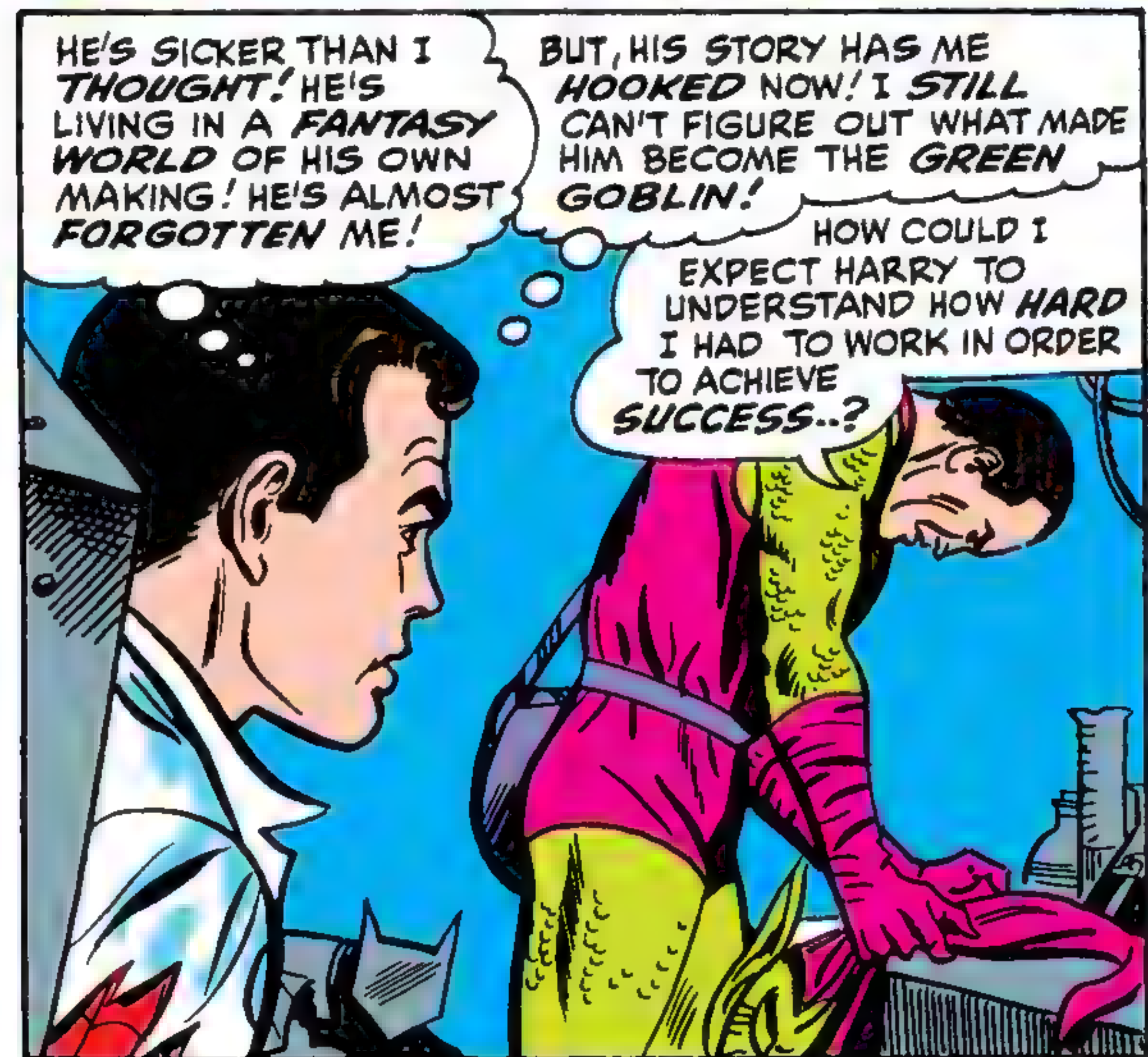
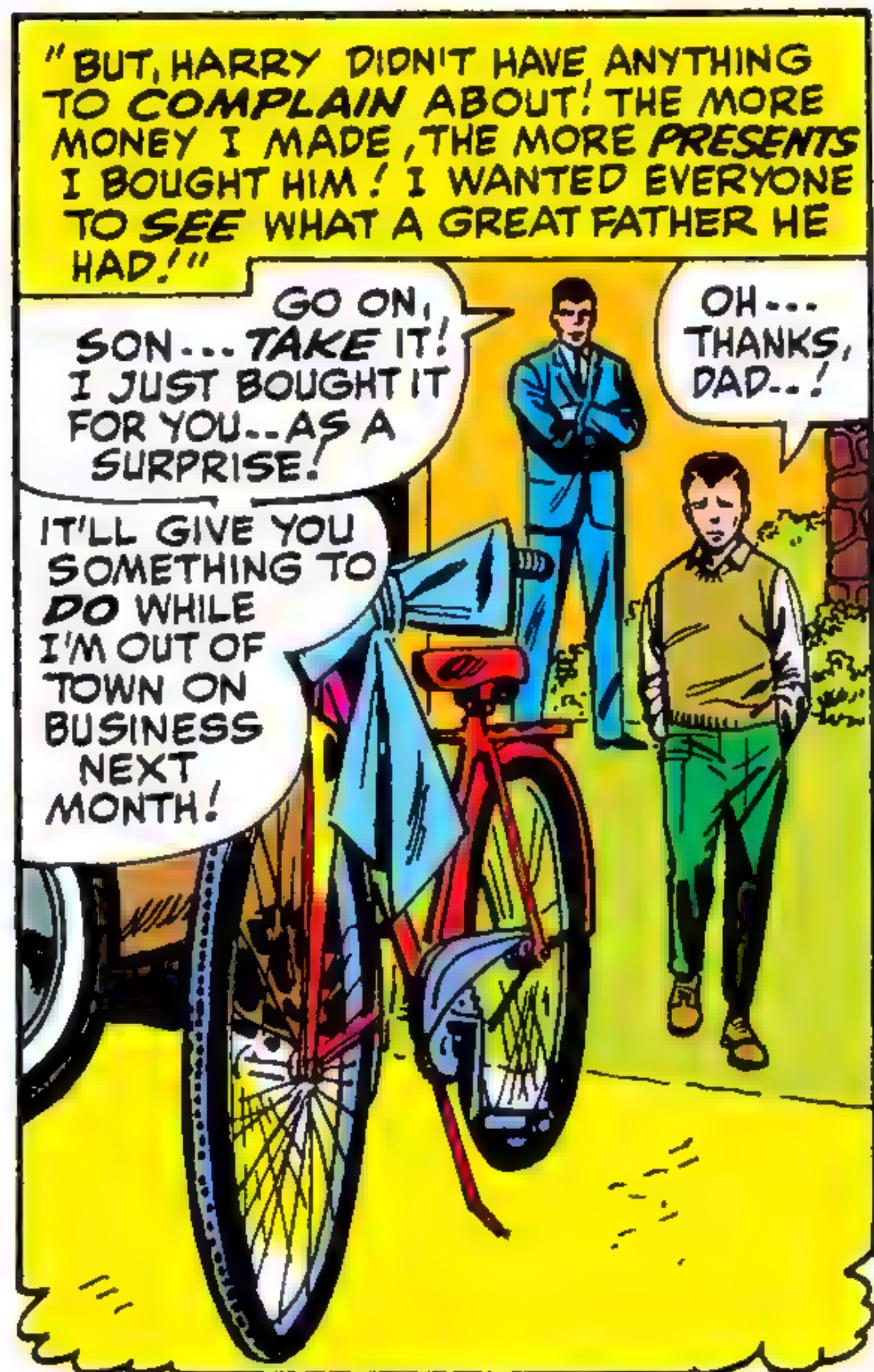
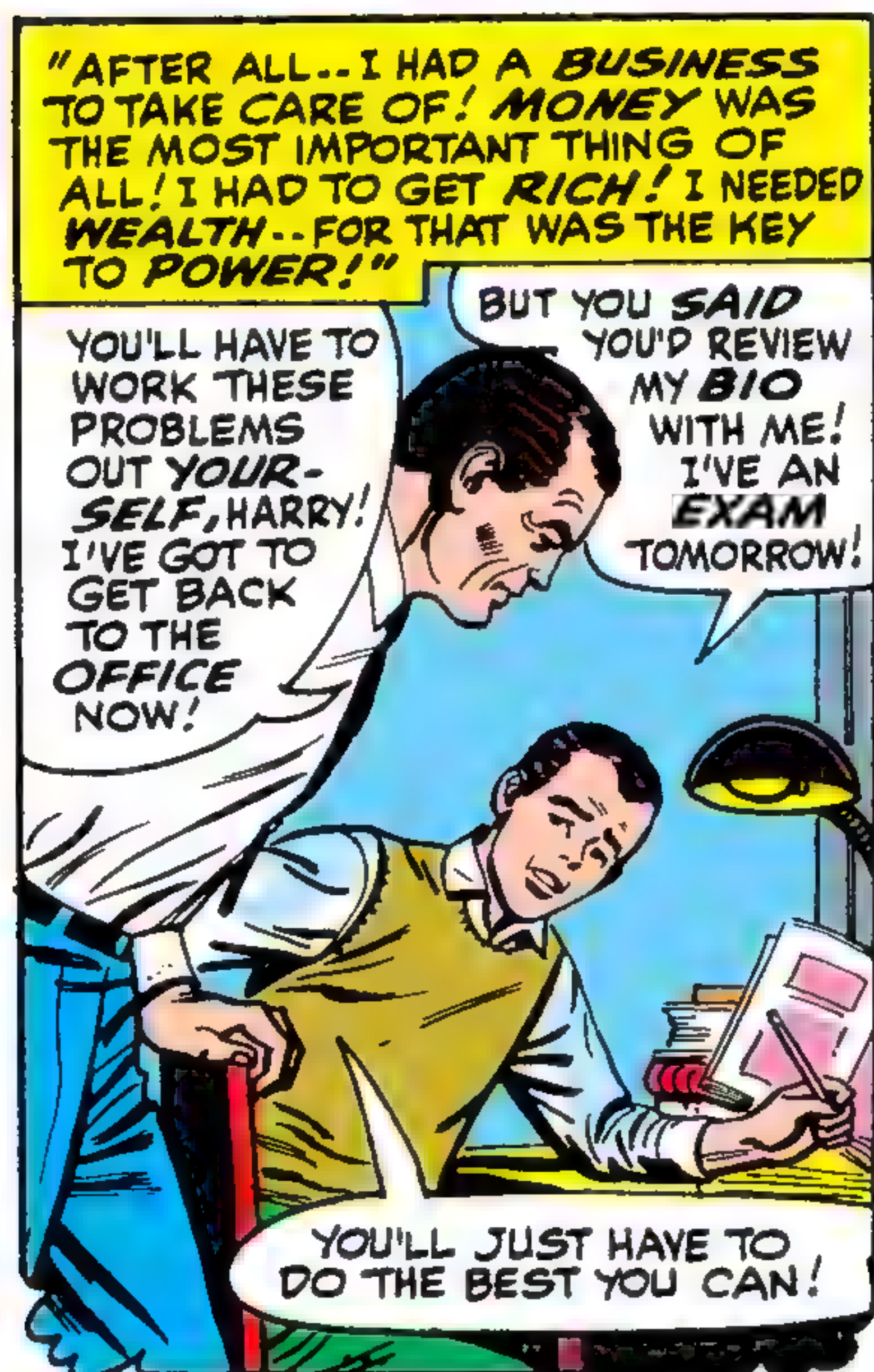
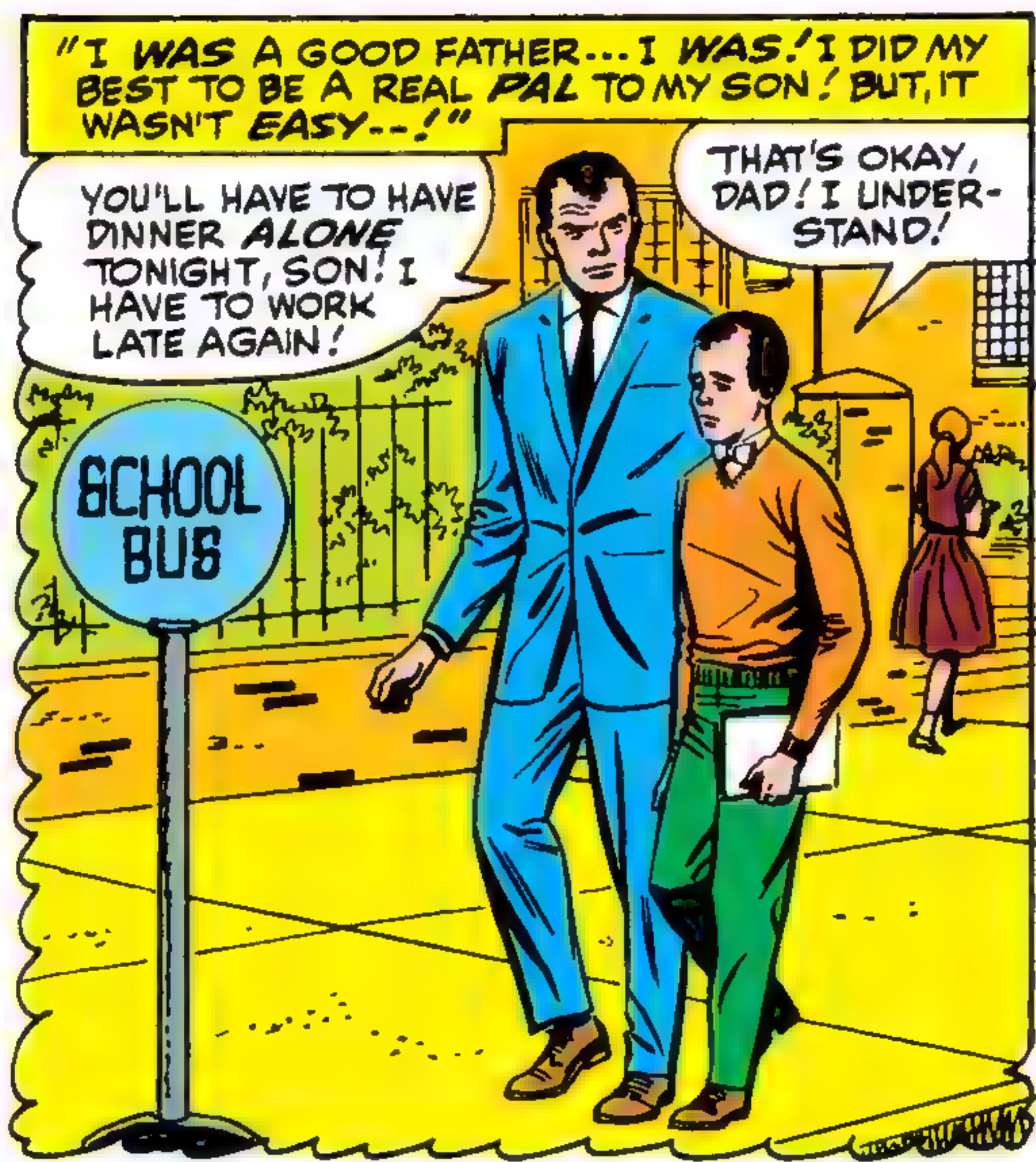
BUT, I'VE GOT TO BE CAREFUL! ONE WRONG WORD COULD MAKE HIM VIOLENT... AND THEN, BYE-BYE SPIDEY!



BIG DEAL! WHO CARES WHY YOU BECAME THE GREEN GOBLIN? YOU PROBABLY LOST AN ELECTION BET OR SOMETHING! WHAT DOES IT MATTER?

YOU FOOL! I'LL SHOW YOU WHAT IT MATTERS! I'LL MAKE YOU LISTEN! THEN YOU'LL UNDERSTAND!

GOOD! IT'S WORKING!



*REMEMBER STONY-FACED STROMM FROM SPIDEY#37? SURE YOU DO! ... SMILEY.

"PERHAPS I WAS TOO HARD ON STROMM...BUT IT WAS HIS OWN FAULT FOR BEING CARELESS...AND IT GAVE ME COMPLETE CONTROL OF MY BUSINESS!"

YOU'LL PAY FOR THIS, OSBORN! I WON'T BE IN JAIL FOREVER...AND WHEN I GET OUT...I'LL HAVE MY REVENGE! I SWEAR IT!

YOU ALWAYS WERE TOO EMOTIONAL, STROMM! THAT LITTLE OUTBURST OF YOURS DOESN'T IMPRESS ME A BIT!

TAKE HIM AWAY, GENTLEMEN! I'LL BE IN COURT TO PREFER CHARGES IN THE MORNING!

SO THAT'S WHY STROMM TRIED TO KILL YOU WITH THAT ROBOT OF HIS! AND THAT'S WHY YOU RESENTED SPIDER-MAN'S HELP!

WHAT A JOKE! ME, TRYING TO SAVE THE GREEN GOBLIN!

UH-OH! HE'S TOO QUIET! I'VE GOTTA GET HIM TALKING AGAIN!

I STILL DON'T GET IT, OSBORN! YOU BECAME WEALTHY...SUCCESSFUL! YOU ACHIEVED YOUR GOAL...

SO, WHAT MADE YOU TURN TO CRIME? WHAT MADE YOU BECOME THE GREEN GOBLIN?

I'VE TOLD YOU SO MUCH...I MIGHT AS WELL TELL YOU THE REST! AFTER ALL, MY SECRET WILL DIE WITH YOU!

NOT IF I CAN HELP IT, MISTER!

THERE! THAT'S ANOTHER FINGER I MANAGED TO WORK LOOSE!

SO? WHAT HAPPENED? DID YOU WIN A GREEN COSTUME IN A RAFFLE, OR SOMETHING?

YOU'RE MOCKING ME, ARE YOU..?

"WELL, IT'S ALL RIGHT! YOU MAY HAVE YOUR LITTLE JOKE! IT'S THE LAST YOU'LL EVER ENJOY! AS FOR ME, I STILL REMEMBER THAT FATEFUL NIGHT... WHEN IT HAPPENED..."

THESE NOTES OF STROMM'S... WHICH I FOUND IN HIS DESK... CONTAIN SOME NEW, STRANGE-LOOKING FORMULAS!

SINCE HE'S IN PRISON NOW, I'LL CHECK THEM OUT! IF THEY'RE WORTH ANYTHING, I'LL BE ABLE TO CASH IN ON THEM!

"AND THEN, HARRY CAME IN...BUT I COULDN'T BE BOTHERED WITH HIM AT A TIME LIKE THAT..."

DAD, HAVE YOU FORGOTTEN? IT'S PARENTS' NIGHT AT MY SCHOOL THIS EVENING! WE SHOULD BE THERE BY NOW!

FORGET IT, SON! I CAN'T MAKE IT NOW! YOU GO ON AHEAD...MAYBE I'LL GET THERE BEFORE IT'S OVER!

BUT, I THOUGHT...

I SAID FORGET IT!

"IT'S A GOOD THING I DIDN'T GO...BECAUSE, IF I HAD...I MIGHT NEVER HAVE BECOME THE GREEN GOBLIN!"

"INSTEAD, I STAYED AND WORKED THROUGH THE NIGHT... HOUR AFTER HOUR... UNTIL, JUST BEFORE DAWN..."

THE SOLUTION IS TURNING GREEN! BUT... WHY? WHAT DOES IT MEAN?

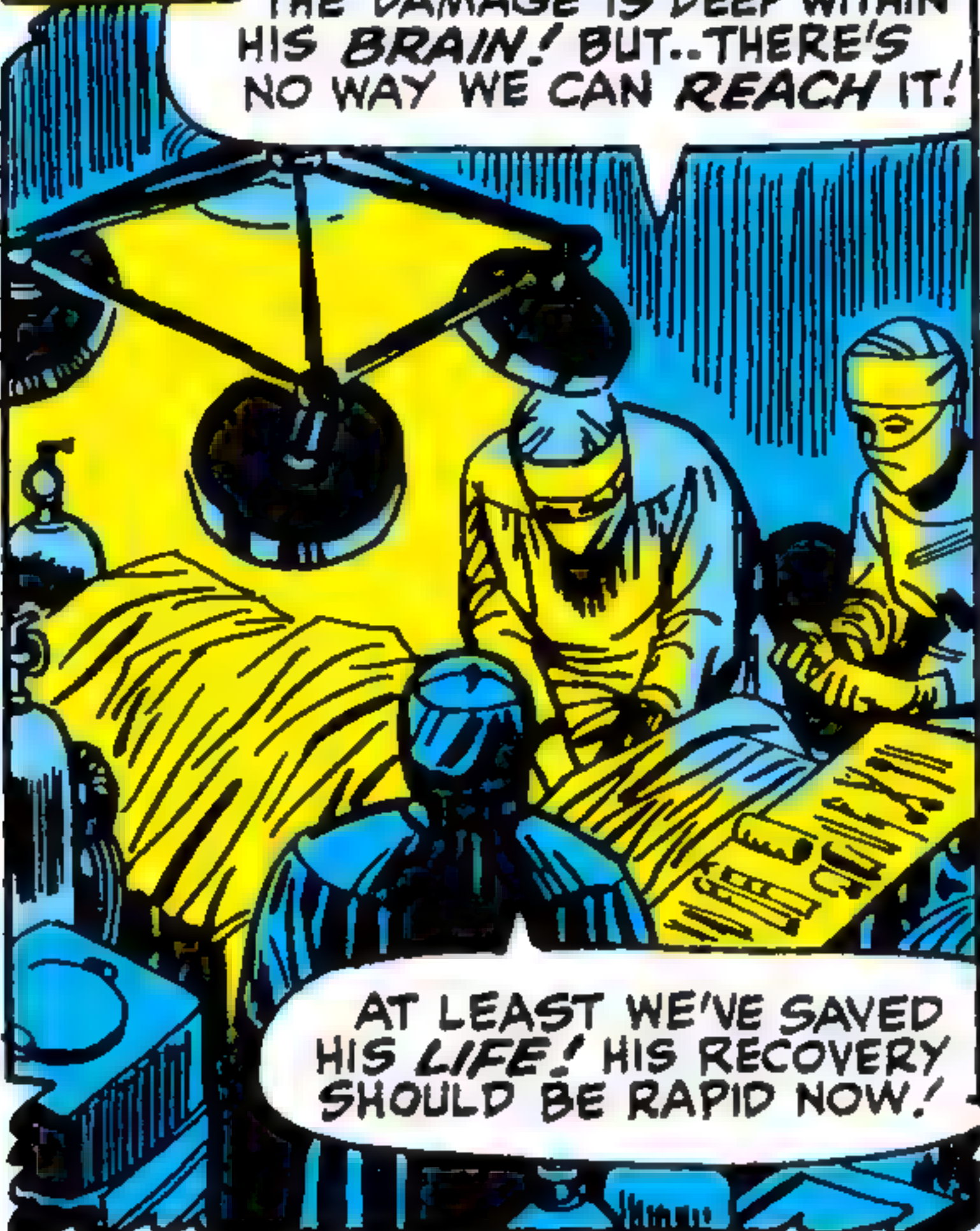
IT'S BEGINNING TO BUBBLE...TO FROTH... AND THAT SOUND... IT'S STEAMING...!

"AND THEN ... A SECOND LATER ... THE WORLD EXPLODED BEFORE ME ...!"

WHOOOM!

"I WAS IN THE HOSPITAL FOR WEEKS, AS THE BEST SURGEONS IN THE STATE WORKED NIGHT AND DAY TO SAVE MY LIFE!"

THE DAMAGE IS DEEP WITHIN HIS **BRAIN**! BUT...THERE'S NO WAY WE CAN **REACH** IT!



AT LEAST WE'VE SAVED HIS **LIFE**! HIS RECOVERY SHOULD BE RAPID NOW!

"THE **FOOLS**! THEY THOUGHT MY **BRAIN** HAD BEEN **DAMAGED**! THEY DIDN'T SUSPECT THAT THE ACCIDENT MADE ME MORE **BRILLIANT** THAN I HAD EVER **BEEN**! NO ONE SUSPECTED...NOT EVEN MY **SON**!"

YOU MAY SEE YOUR FATHER NOW...



POOR DAD! IT'S ALL MY **FAULT**! HE MUST HAVE BEEN OVER-WORKED, TIRED...TRYING TO EARN ENOUGH MONEY TO SUPPORT ME!

"BUT, I HAD NO **PATIENCE** WITH HARRY...OR WITH **ANYBODY**! I WANTED TO BE ALONE...TO THINK...TO **PLAN**! SO, A FEW DAYS LATER..."

GO DOWNSTAIRS AND CALL A **TAXI**! I'M GETTING OUT OF HERE!

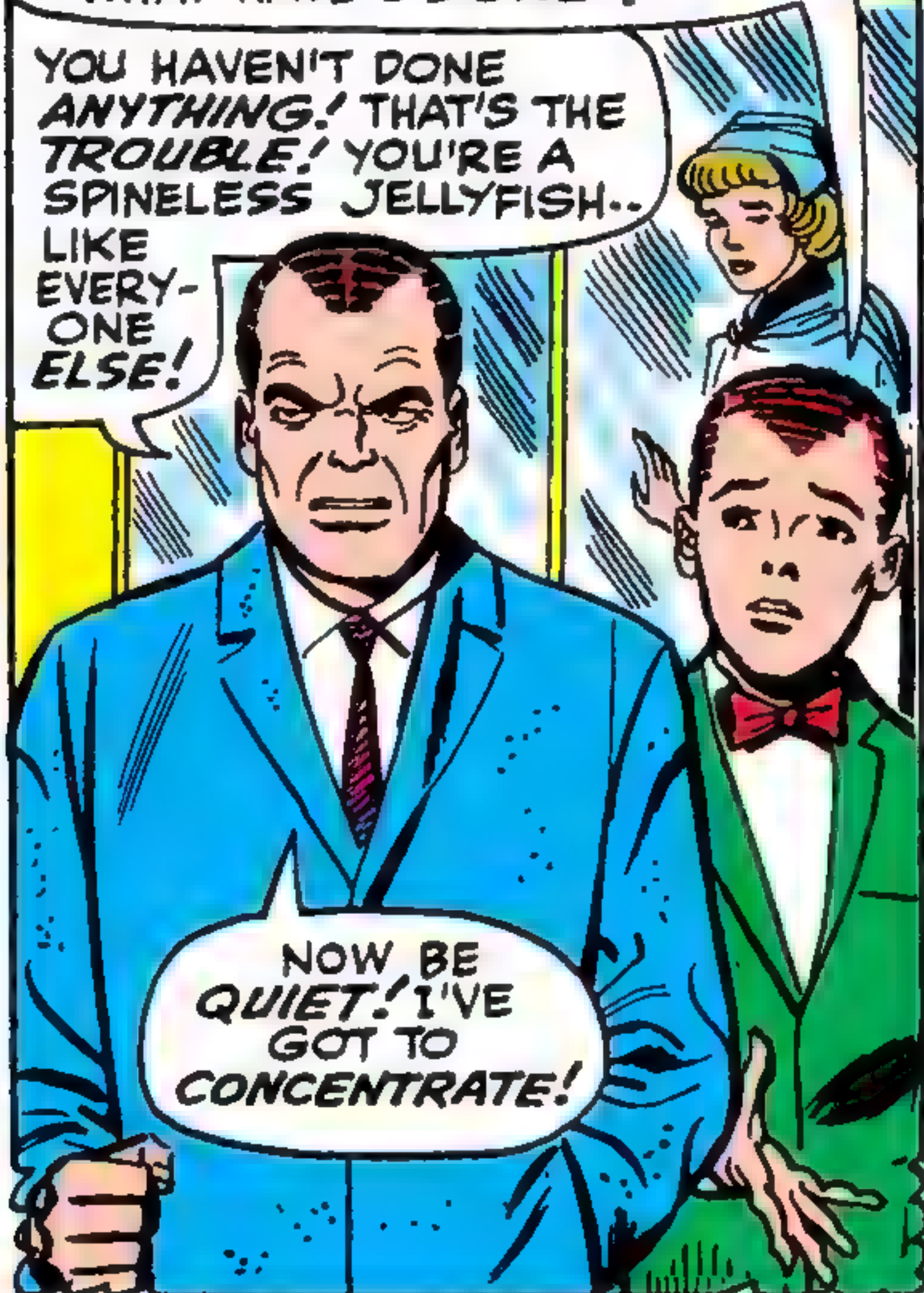


AND GET THAT **HANG-DOG** LOOK OFF YOUR FACE! IT **BOTHERS** ME!

HOW DID SOMEONE LIKE ME EVER HAVE A **SNIVELLING** WEAKLING OF A SON LIKE YOU?!!

DAD...WHAT'S **WRONG**? WHY ARE YOU **ANGRY** AT ME? WHA...WHAT HAVE I **DONE**?

YOU HAVEN'T DONE **ANYTHING**! THAT'S THE **TROUBLE**! YOU'RE A **SPINELESS** JELLYFISH...LIKE EVERY-ONE ELSE!



NOW BE **QUIET**! I'VE GOT TO **CONCENTRATE**!

"ALTHOUGH NOBODY **KNEW** IT, MY ACCIDENT HAD MADE ME THINK **CLEARER** THAN EVER BEFORE! SUDDENLY, A **DARING** PLAN TOOK SHAPE IN MY MIND..."

I'M STRONGER...SMARTER...**TOUGHER** THAN ANYONE ELSE! AND I HAVE ALL SORTS OF **SCIENTIFIC** DEVICES IN MY **CHEMICAL** COMPANY THAT I CAN USE!



I COULD BECOME THE **GREATEST** **COSTUMED** **CRIMINAL** OF ALL TIME !!

"THE IDEA BECAME AN **OBSESSION** WITH ME! IT HAUNTED ME NIGHT AND DAY! I KNEW I HAD TO **DO** IT! AND SO, MANY MONTHS LATER..."

THE **FACE** IS PERFECT! NOW TO DESIGN THE **REST** OF THE **COSTUME**!



I'LL MAKE IT MY FAVORITE **COLOR**...**GREEN**!

"AND SO...AT LAST..THE **GREEN GOBLIN** WAS BORN!"

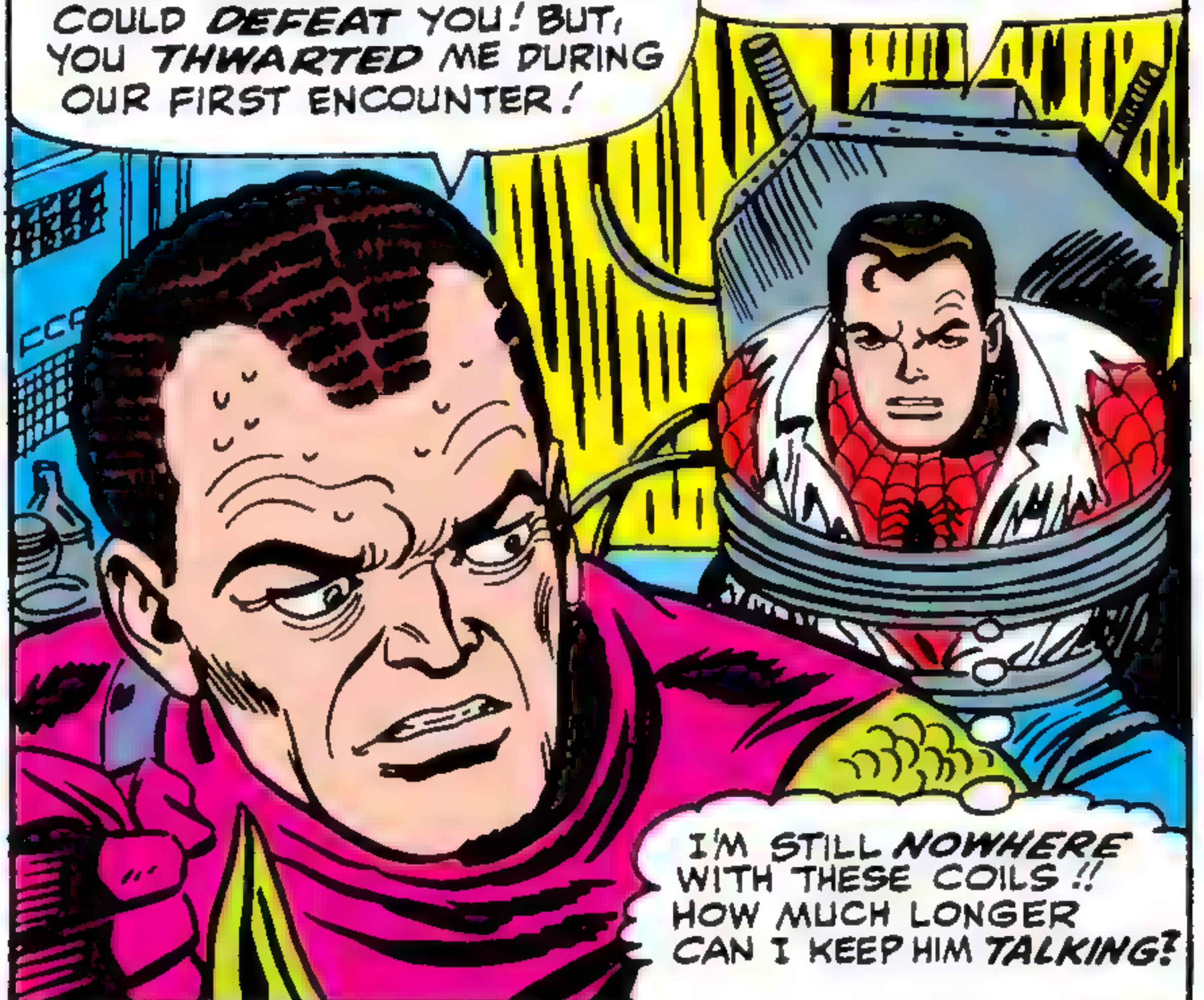


NOW FOR MY FIRST VICTIM...

THE AMAZING SPIDER-MAN HIMSELF!

I SELECTED YOU BECAUSE I KNEW THE UNDERWORLD WOULD RESPECT ANYONE WHO COULD **DEFEAT** YOU! BUT, YOU **THWARTED** ME DURING OUR FIRST ENCOUNTER!

I'M AWFULLY SORRY TO HAVE BEEN SO UNCOOPERATIVE!



I'M STILL NOWHERE WITH THESE COILS!! HOW MUCH LONGER CAN I KEEP HIM TALKING?

BUT NOW, THE TIME HAS COME FOR THE **GREEN GOBLIN** TO ACHIEVE HIS GREATEST **TRIUMPH**!



I'VE WAITED MONTHS FOR THIS SUPREME MOMENT... FOR THIS VICTORY WHICH FATE COULD NEVER DENY ME!

I CAN'T GIVE UP NOW.. I **MUSTN'T**! FOR THE SAKE OF **AUNT MAY**! BUT..THE STEEL ALLOY IS TOO **STRONG**..I..I STILL CAN'T **SNAP** IT!!

HOW **FITTING** IT IS THAT THE FACE OF THE **GREEN GOBLIN** SHALL BE THE **LAST SIGHT** YOU'LL EVER BEHOLD...IN THIS LIFETIME!



HE WAS JUST A GREEDY, RUTHLESS **BUSINESSMAN** BEFORE HIS ACCIDENT... BUT THE **CHEMICAL** CHANGED HIM ...FOR THE WORSE!

BUT, I **MUSTN'T** LET THE END BE TOO **EASY** FOR YOU..!

NOW, WHAT DO I DO? HOW DO YOU REASON WITH..A **MADMAN**?!!



FIRST, YOU MUST **SIT** THERE... HELPLESSLY..AND WONDER **HOW** I SHALL STRIKE... AND AT WHAT **PRECISE INSTANT** YOU'LL PERISH!

THEY SAY A MAN'S ENTIRE LIFE FLASHES BEFORE HIM IN A MOMENT OF DEADLY CRISIS! AND, SO IT IS WITH **PETER PARKER** ...

I'M NOT AFRAID TO DIE! I'VE FACED THE GRIM REAPER TOO MANY TIMES IN THE PAST! BUT, NEVER TO SEE **BETTY BRANT** AGAIN... NEVER TO BE ABLE TO EXPLAIN TO **AUNT MAY**...

BEG, PARKER!
PLEAD FOR MERCY!
WHY WON'T YOU **BEG**??

BUT, EVEN AS THE ANGUISHED YOUTH DESPERATELY CONTINUES TO STRAIN AGAINST HIS BONDS, TRYING TO SHUT OUT THE GOBLIN'S TAUNTS... AT A MODEST FRAME HOUSE IN FOREST HILLS, WE FIND...

OH, ANNA DEAR... I'M SO GLAD YOU COULD COME! I-I'M SO WORRIED!

NOW, NOW, MAY! YOU KNOW THE DOCTOR TOLD YOU THAT YOU MUSTN'T GET UPSET!

I'M SURE IT CAN'T BE ANYTHING SERIOUS!

BUT, PETER HAS NEVER STAYED AWAY SO LONG.. WITHOUT EVEN CALLING!

HE'S ALWAYS BEEN SUCH A GOOD BOY... BUT HE'S SO FRAIL! I KNOW SOMETHING MUST HAVE **HAPPENED**! I JUST KNOW IT!

MAY PARKER! I'M SURPRISED AT YOU! YOU GET **HOLD** OF YOURSELF THIS VERY MINUTE!

WHAT WOULD **PETER** SAY IF HE SAW YOU LIKE THIS?

HE'S PROBABLY OUT ON A DATE... HAVING A GOOD TIME... AND HE DOESN'T REALIZE HOW **LATE** IT IS!

EVEN MY **MARY JANE** HAS COME HOME LATE OCCASIONALLY!

BUT... I JUST CAN'T HELP WORRYING...

WAIT A MINUTE! DOESN'T HE SOMETIMES SELL PHOTOGRAPHS TO **MR. JAMESON**, AT THE "DAILY BUGLE"?

PERHAPS HE'S AT **JAMESON'S** OFFICE RIGHT NOW! NEWSPAPER BUILDINGS STAY OPEN ALL NIGHT!

PLEASE, ANNA... YOU CALL! I-I'M TOO NERVOUS!

OF COURSE, DEAR! I'LL DO IT RIGHT NOW!

BUT, AFTER FINALLY GETTING PAST AN OVER-WORKED SECRETARY...

NO! PARKER **ISN'T** HERE! WHAT AM I SUPPOSED TO BE... A **LOST AND FOUND** DEPARTMENT??!

HE'S PROBABLY OUT STEALING HUBCAPS SOMEWHERE!

EMPTY-HEADED TEEN-AGERS! THEY'RE ALL **ALIKE**!

MISS BROWN!! COME IN HERE... WITH YOUR **NOTEBOOK**!

I WANT TO DICTATE AN **EDITORIAL** ABOUT HOW THE YOUNGER GENERATION'S GOING TO THE **DOGS**!

THEN I'LL DO ONE ABOUT THE **OLDER** GENERATION, TOO!

MIGHT AS WELL BLAST **EVERY-ONE**!

SLAM!

AND, AFTER MRS. WATSON HAS GIVEN MAY PARKER THE NEWS... AS GENTLY AS POSSIBLE...

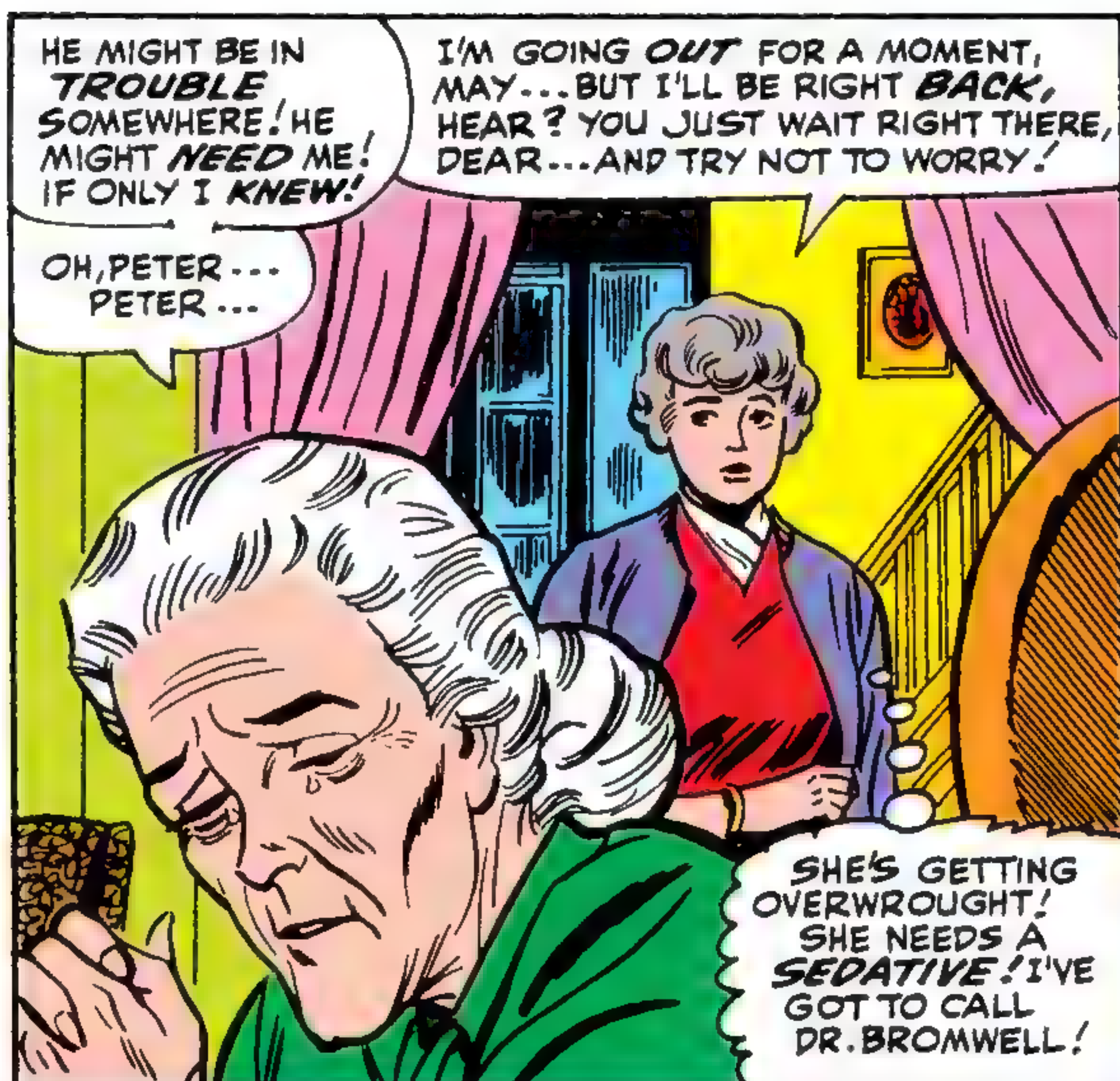
YOU **MUSTN'T** WORRY, DEAR! THERE ARE SO MANY **OTHER** PLACES HE MIGHT BE!

ANNA... YOU DON'T KNOW **PETER** THE WAY I DO!

HE'S THE MOST **CONSIDERATE** BOY IN THE WORLD!

HE'D **NEVER** STAY OUT LATE WITHOUT CALLING ME!

...UNLESS... SOMETHING'S **HAPPENED**!!

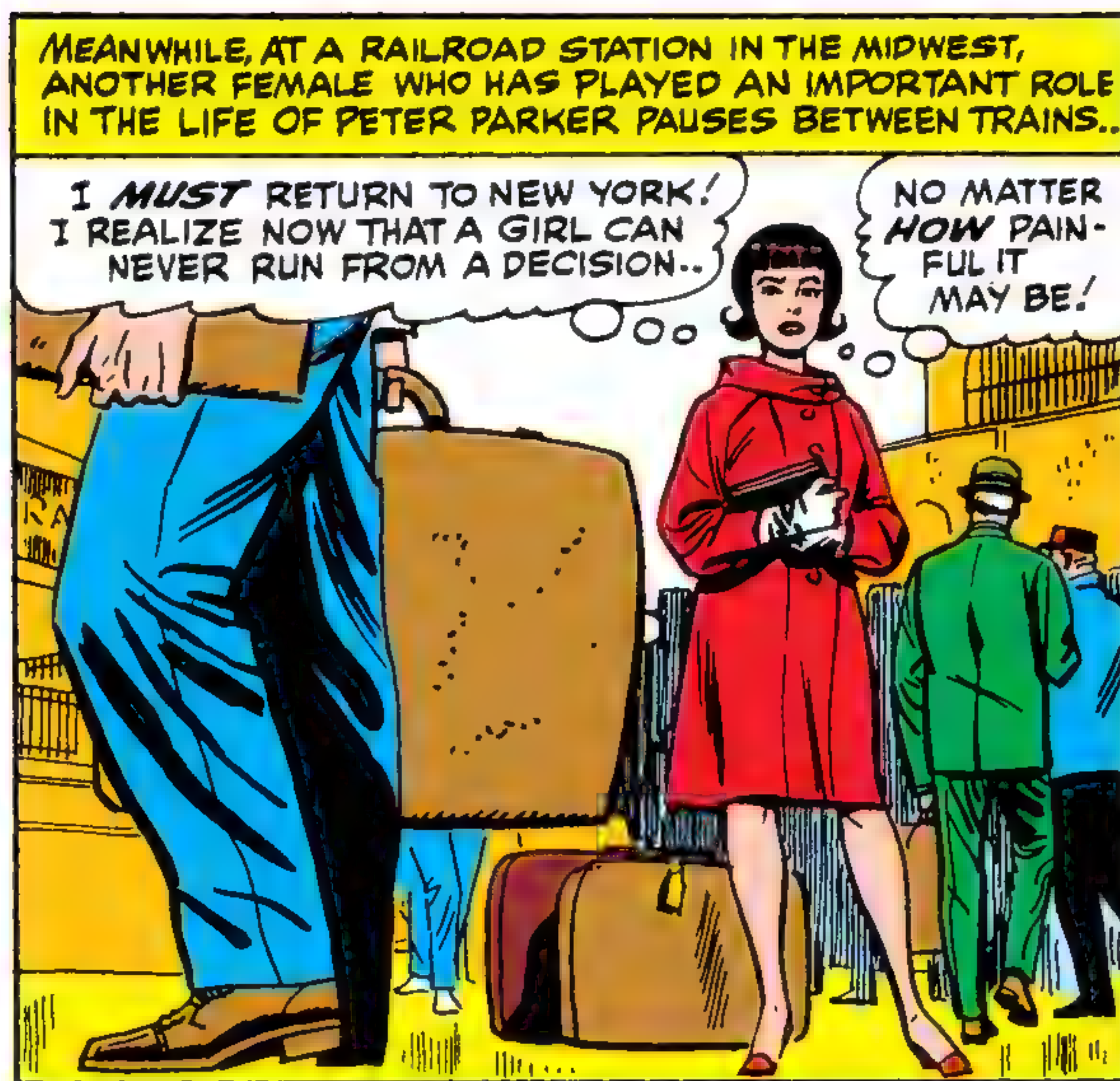


HE MIGHT BE IN **TROUBLE** SOMEWHERE! HE MIGHT **NEED** ME! IF ONLY I **KNEW**!

OH, PETER...
PETER...

I'M GOING **OUT** FOR A MOMENT, MAY... BUT I'LL BE RIGHT **BACK**, HEAR? YOU JUST WAIT RIGHT THERE, DEAR... AND TRY NOT TO WORRY!

SHE'S GETTING OVERWROUGHT! SHE NEEDS A **SEDATIVE**! I'VE GOT TO CALL DR. BROMWELL!



I **MUST** RETURN TO NEW YORK! I REALIZE NOW THAT A GIRL CAN NEVER RUN FROM A DECISION..

NO MATTER **HOW** PAINFUL IT MAY BE!



THIS IS **ART ROBERTS**, AT STATION **WLS** IN CHICAGO, WONDERING WHY NOTHING HAS BEEN HEARD OF **SPIDER-MAN** THESE PAST FEW DAYS...

SPIDER-MAN!! THE MASKED ADVENTURER WHOM PETER ADMIRES! HOW I HATE THE VERY SOUND OF HIS NAME!

HE REPRESENTS EVERYTHING I DREAD... **DANGER... UNCERTAINTY... AND FEAR!**

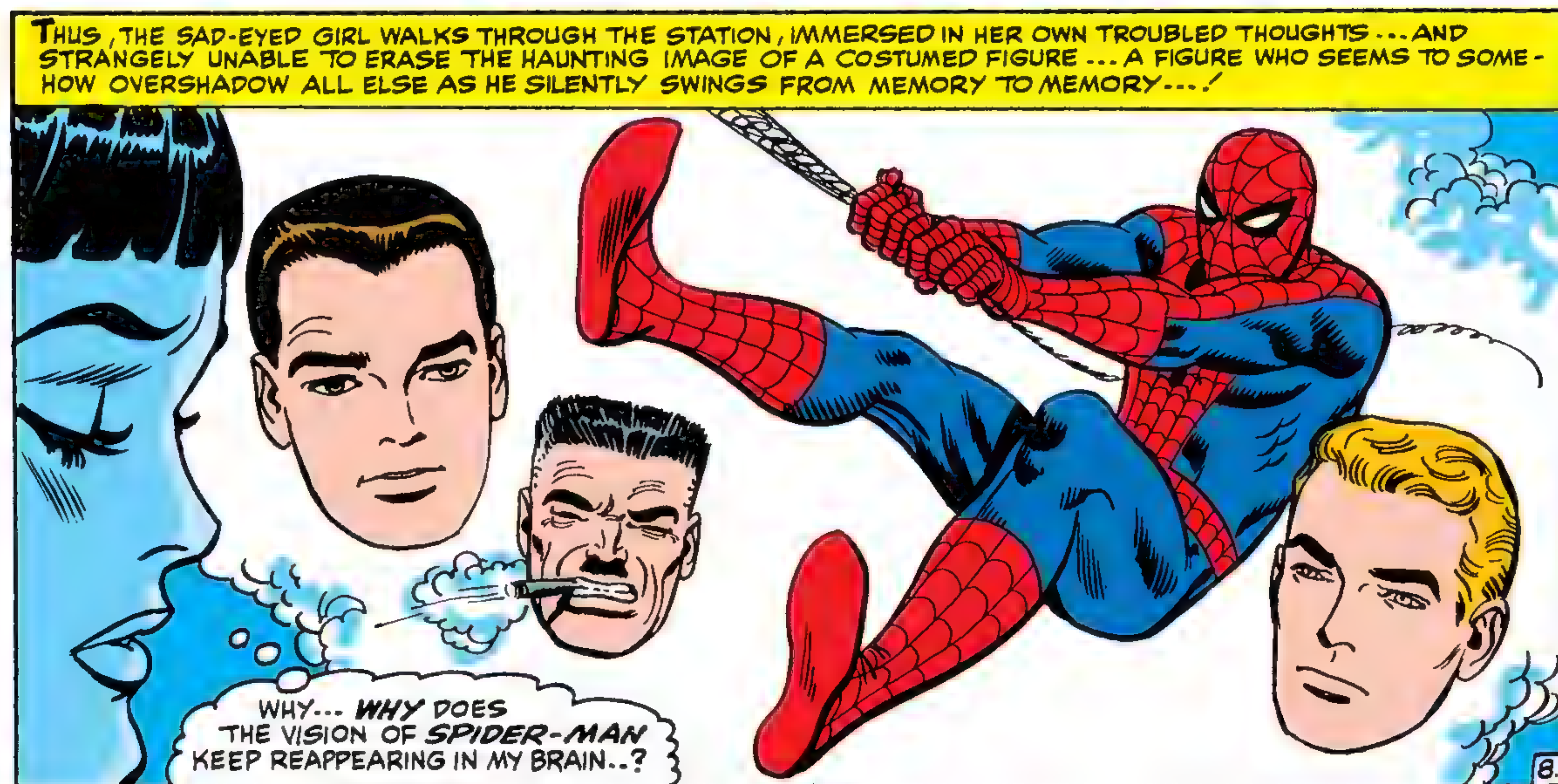


BUT, WHY DWELL ON SPIDER-MAN WHEN I HAVE A FAR **BIGGER** PROBLEM!?

IF I RETURN TO THE **DAILY BUGLE**, WILL MR. JAMESON GIVE ME MY OLD JOB BACK?

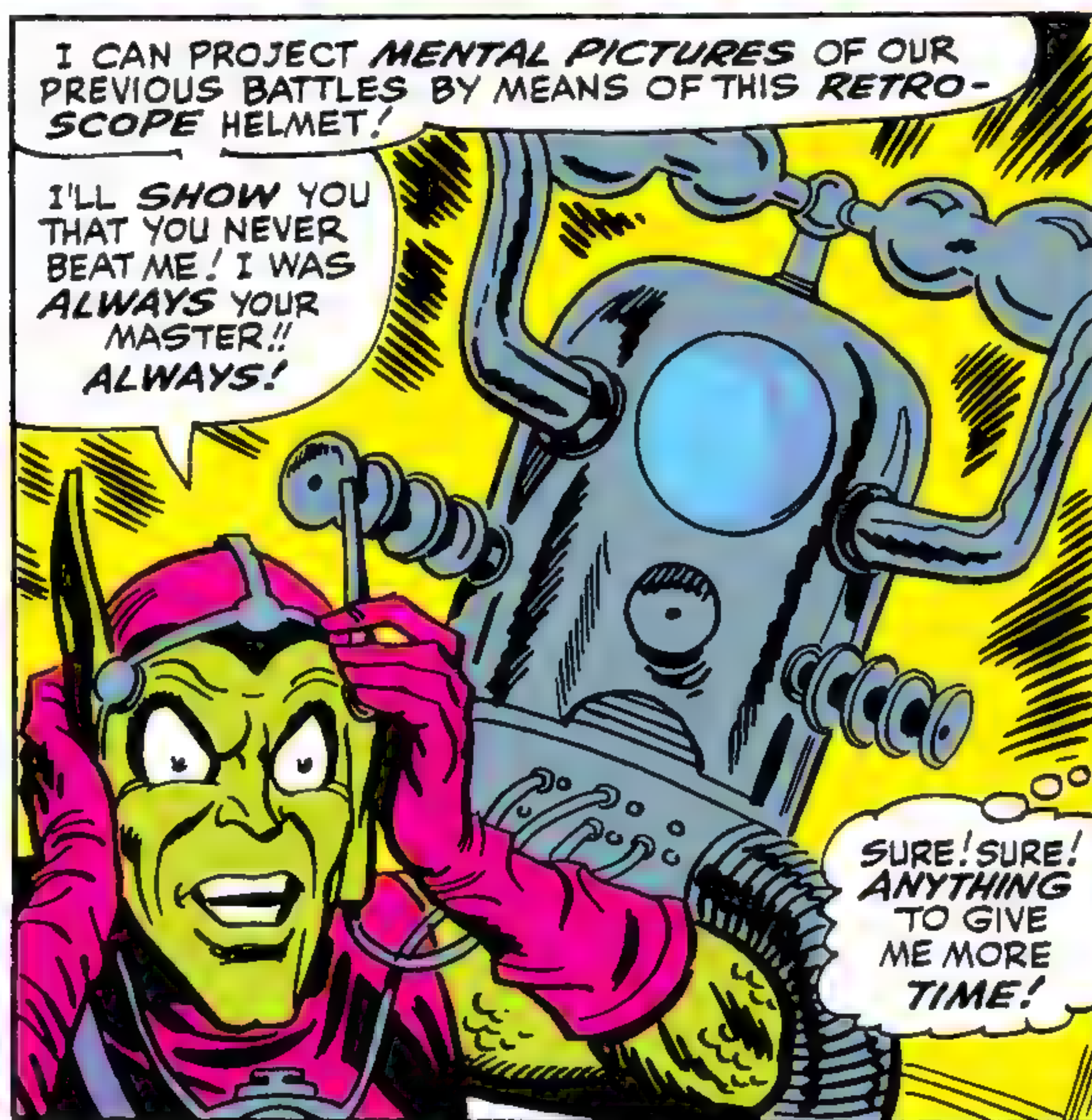
AND, IF HE DOES.. WHAT WILL IT BE LIKE, SEEING **PETER PARKER** AND **NED LEEDS** AGAIN?

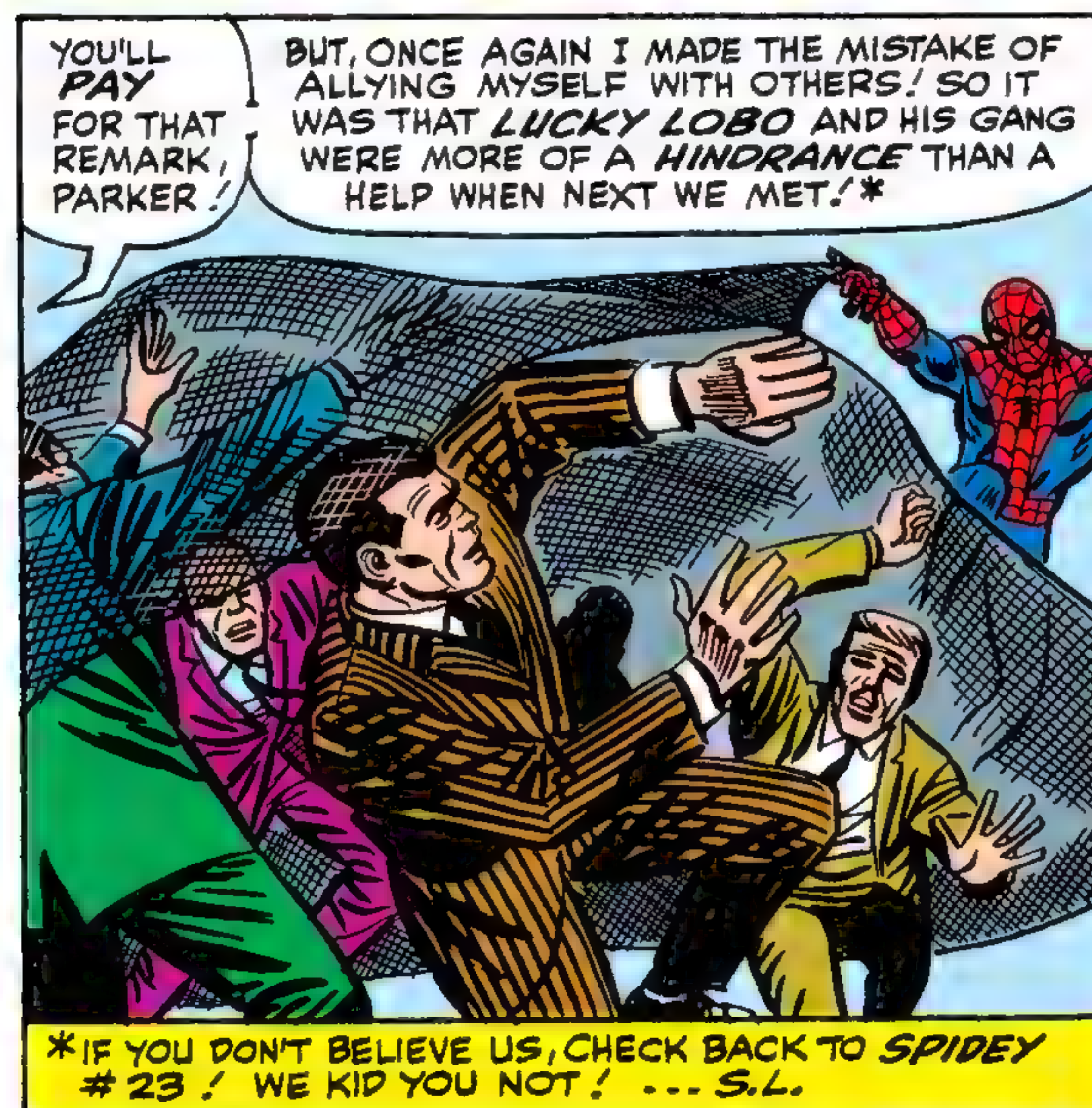
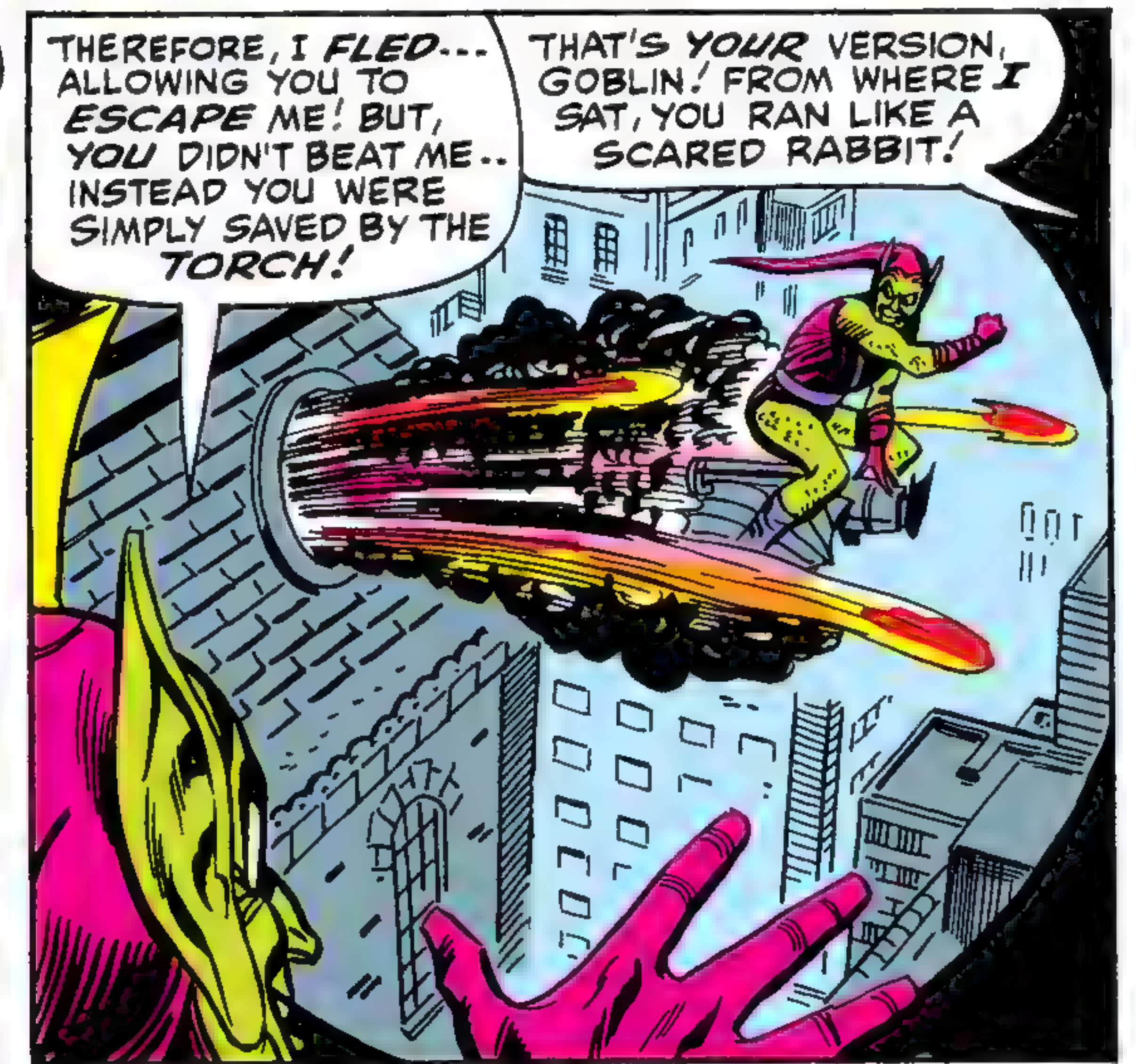
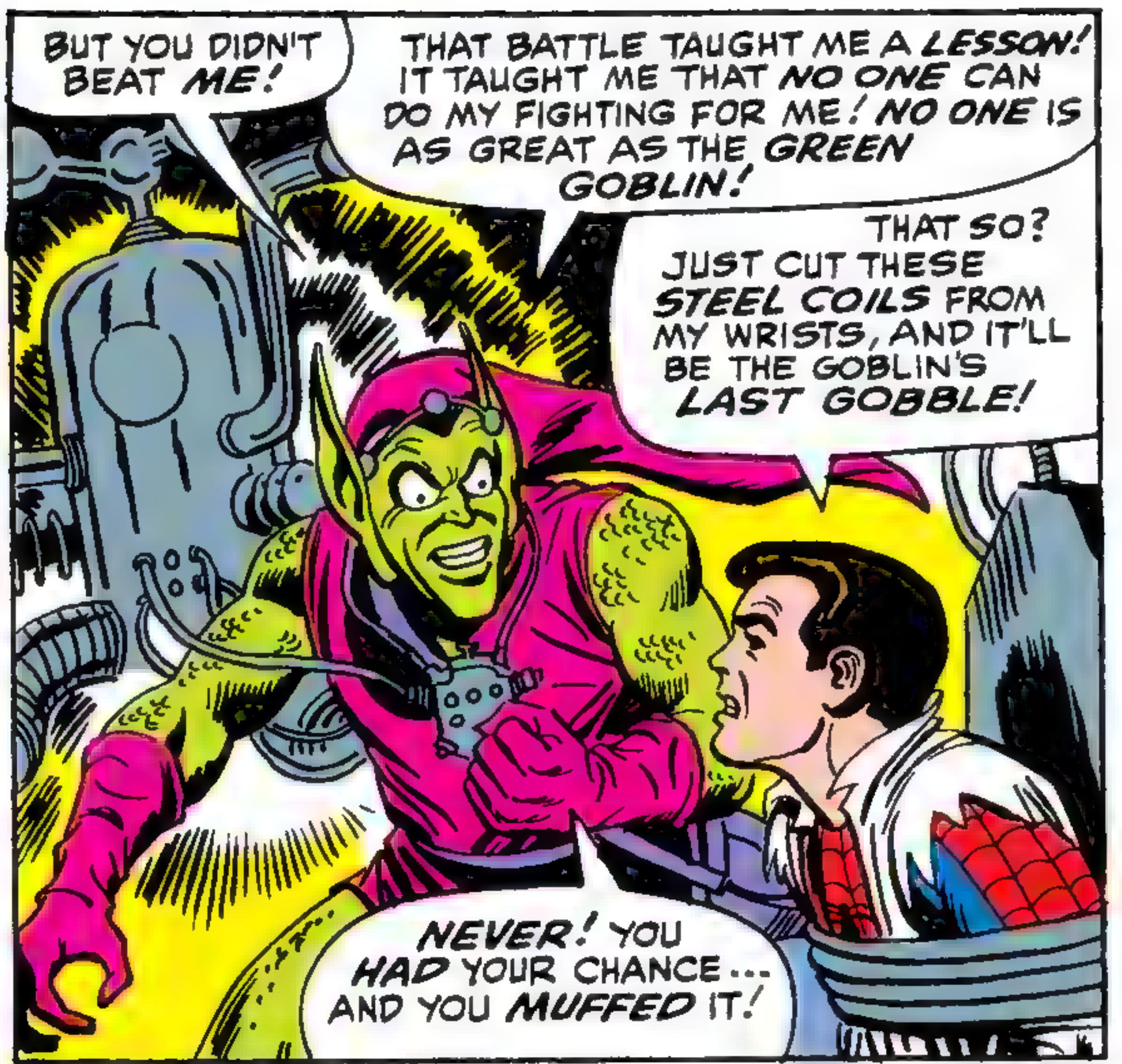
AND, WHAT WILL THEY SAY WHEN THEY SEE **ME**? WILL THERE STILL BE A PLACE IN THEIR LIVES FOR... **BETTY BRANT**?



THUS, THE SAD-EYED GIRL WALKS THROUGH THE STATION, IMMERSED IN HER OWN TROUBLED THOUGHTS... AND STRANGELY UNABLE TO ERASE THE HAUNTING IMAGE OF A COSTUMED FIGURE... A FIGURE WHO SEEMS TO SOMEHOW OVERSHADOW ALL ELSE AS HE SILENTLY SWINGS FROM MEMORY TO MEMORY....!

WHY... WHY DOES THE VISION OF **SPIDER-MAN** KEEP REAPPEARING IN MY BRAIN..?






AND NOW, THE **FINAL** REMEMBRANCE... BEFORE YOU MEET YOUR **END!**

DURING OUR MOST **RECENT** BATTLE, I HAD YOU COMPLETELY **BEATEN!** EVEN YOU CANNOT DENY THAT!

BUT, ONCE **AGAIN**, YOU WERE SAVED BY A STROKE OF FATE... IN THE GUISE OF THE **CRIME-MASTER!** *



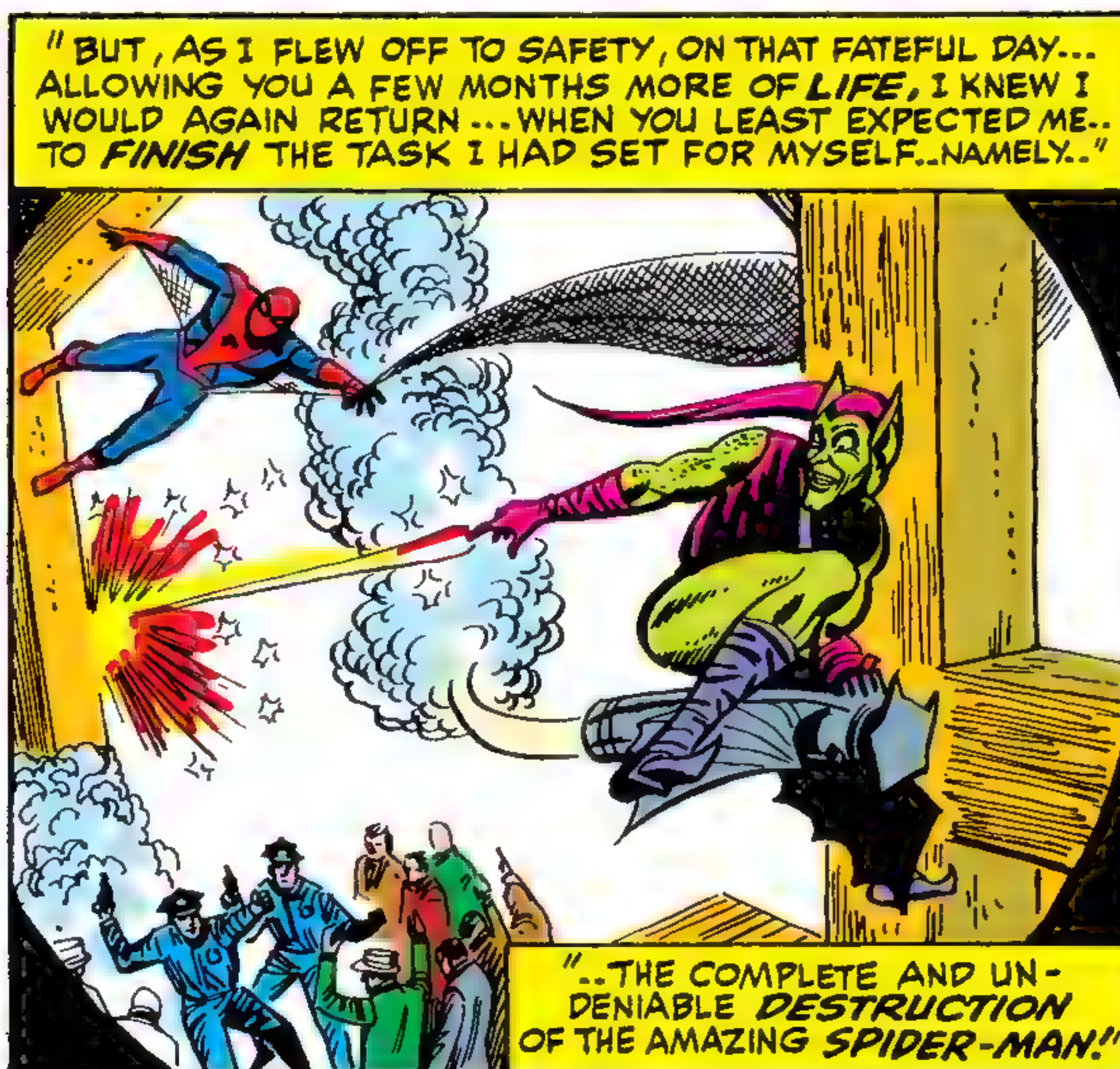
*ALL TOGETHER NOW, CLASS: **"SPIDEY #27!"** SCHOLARLY STAN.

"THINKING HE WAS A MATCH FOR THE **GREEN GOBLIN**, THE MASKED FOOL DARED TO ATTACK ME... ONCE AGAIN GIVING YOU A CHANCE TO ESCAPE!"

"YOU NEVER **WERE** ANY GOOD AS A **FIGHTER**, SPIDER-MAN!! YOU WERE MERELY **LUCKY!**"



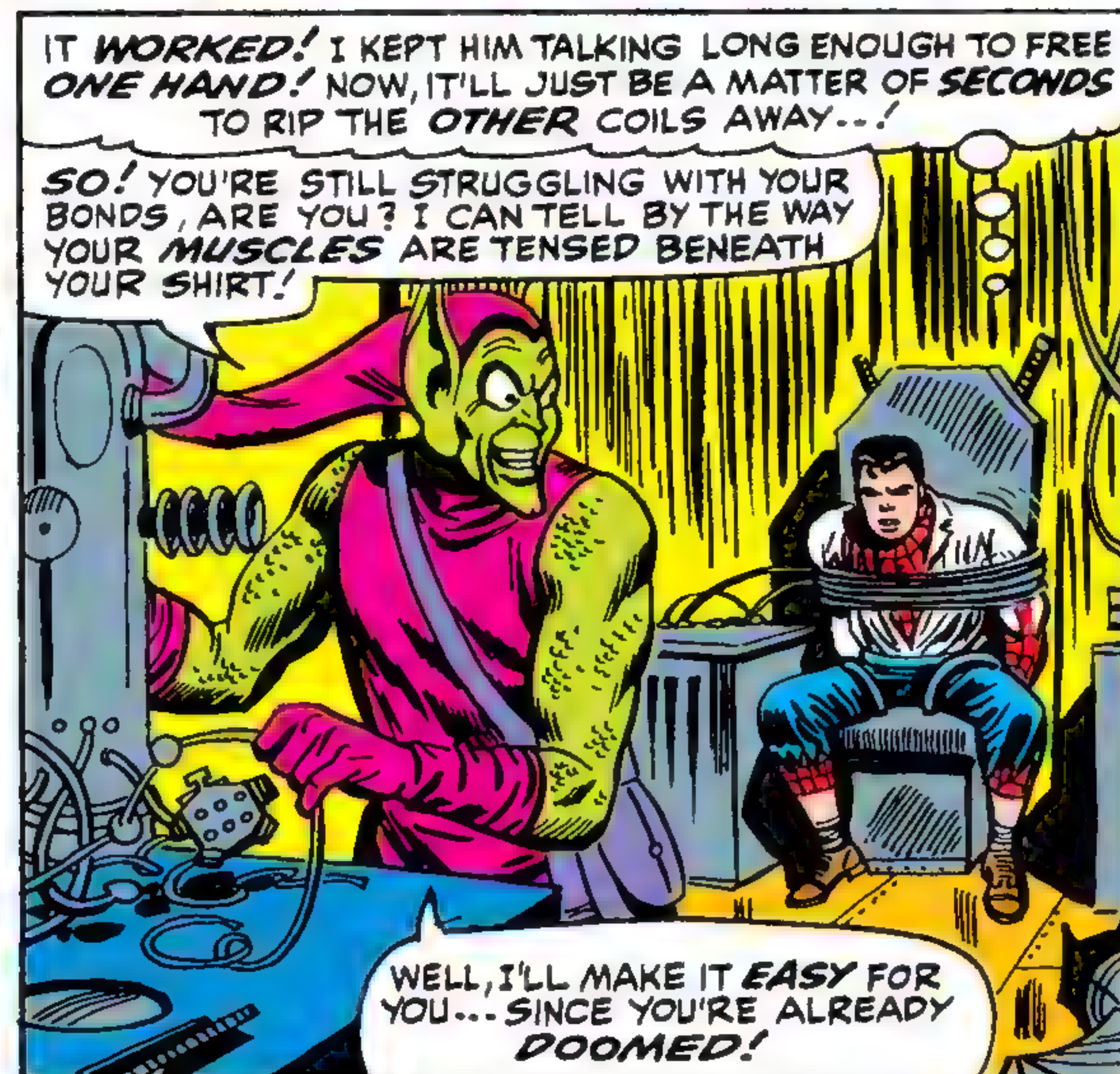
"BUT, AS I FLEW OFF TO SAFETY, ON THAT FATEFUL DAY... ALLOWING YOU A FEW MONTHS MORE OF **LIFE**, I KNEW I WOULD AGAIN RETURN... WHEN YOU LEAST EXPECTED ME... TO **FINISH** THE TASK I HAD SET FOR MYSELF... NAMELY..."



"...THE COMPLETE AND UN-DENIABLE **DESTRUCTION** OF THE AMAZING **SPIDER-MAN!**"

IT **WORKED!** I KEPT HIM TALKING LONG ENOUGH TO FREE **ONE HAND!** NOW, IT'LL JUST BE A MATTER OF **SECONDS** TO RIP THE **OTHER** COILS AWAY...!

SO! YOU'RE STILL STRUGGLING WITH YOUR BONDS, ARE YOU? I CAN TELL BY THE WAY YOUR **MUSCLES** ARE TENSED BENEATH YOUR SHIRT!



WELL, I'LL MAKE IT **EASY** FOR YOU... SINCE YOU'RE ALREADY **DOOMED!**

IT WOULD HAVE BEEN AN **EMPTY VICTORY** TO DEFEAT A FOE WHO IS HELPLESSLY SHACKLED!

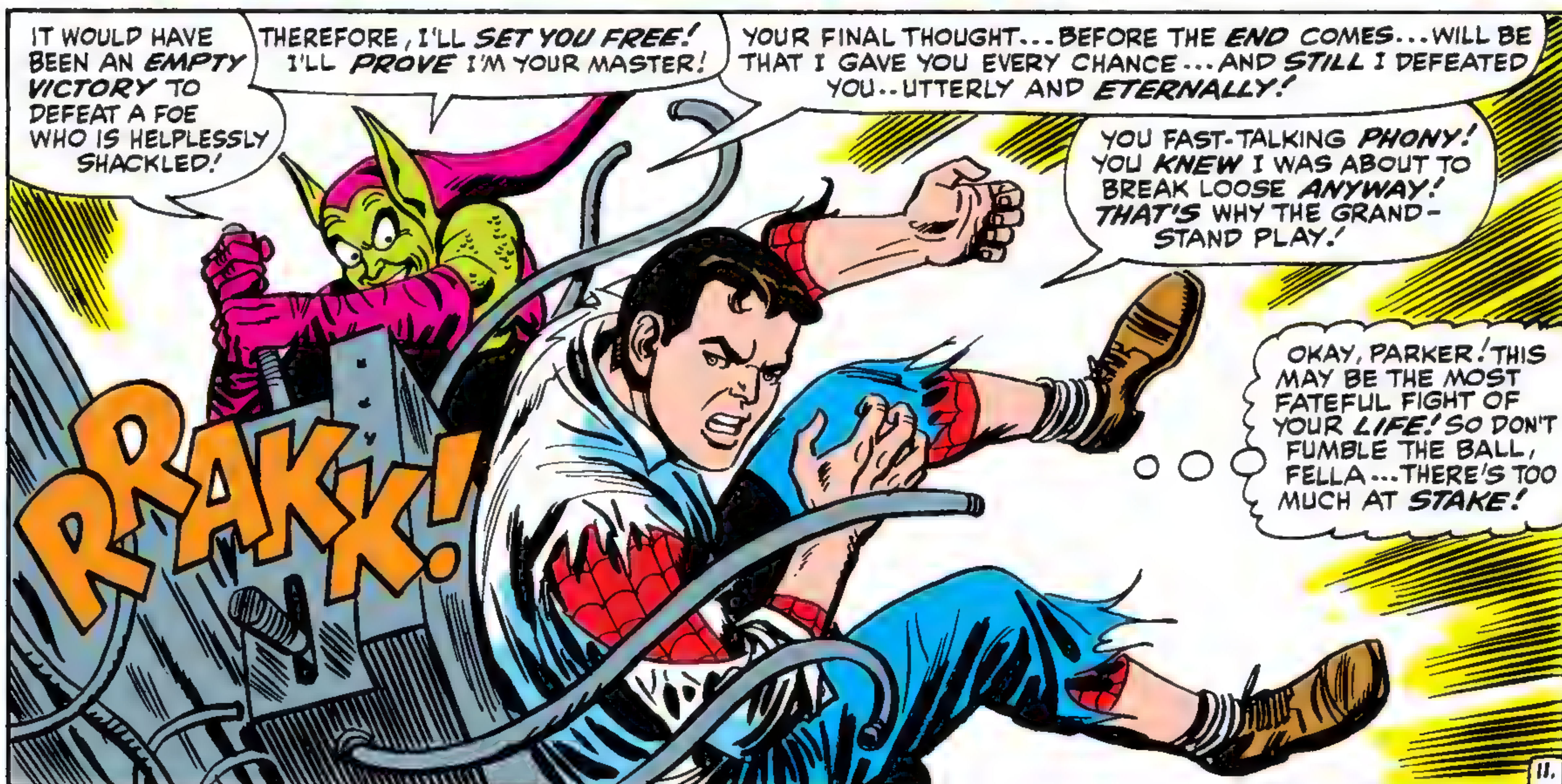
THEREFORE, I'LL **SET YOU FREE!** I'LL **PROVE** I'M YOUR MASTER!

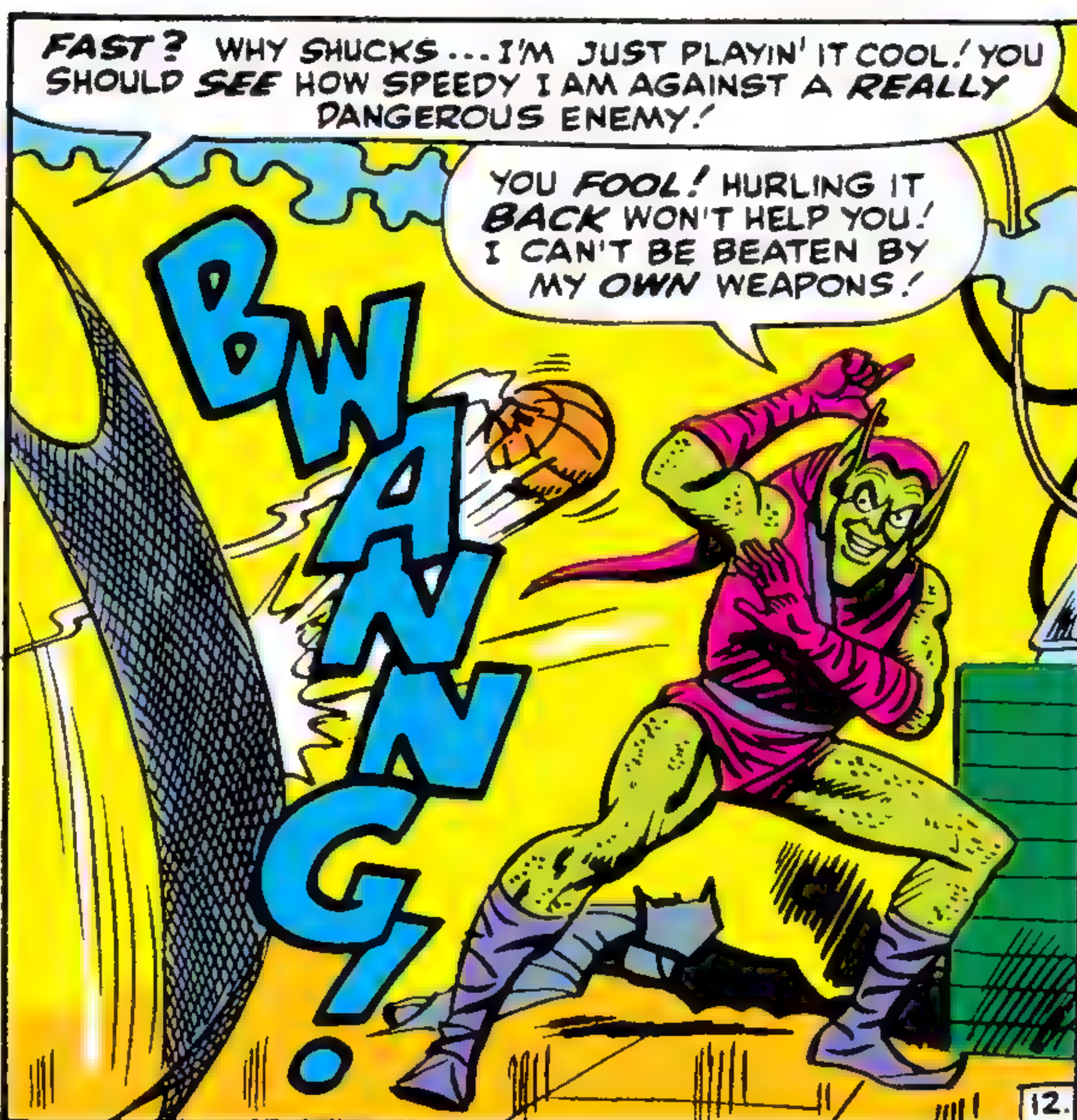
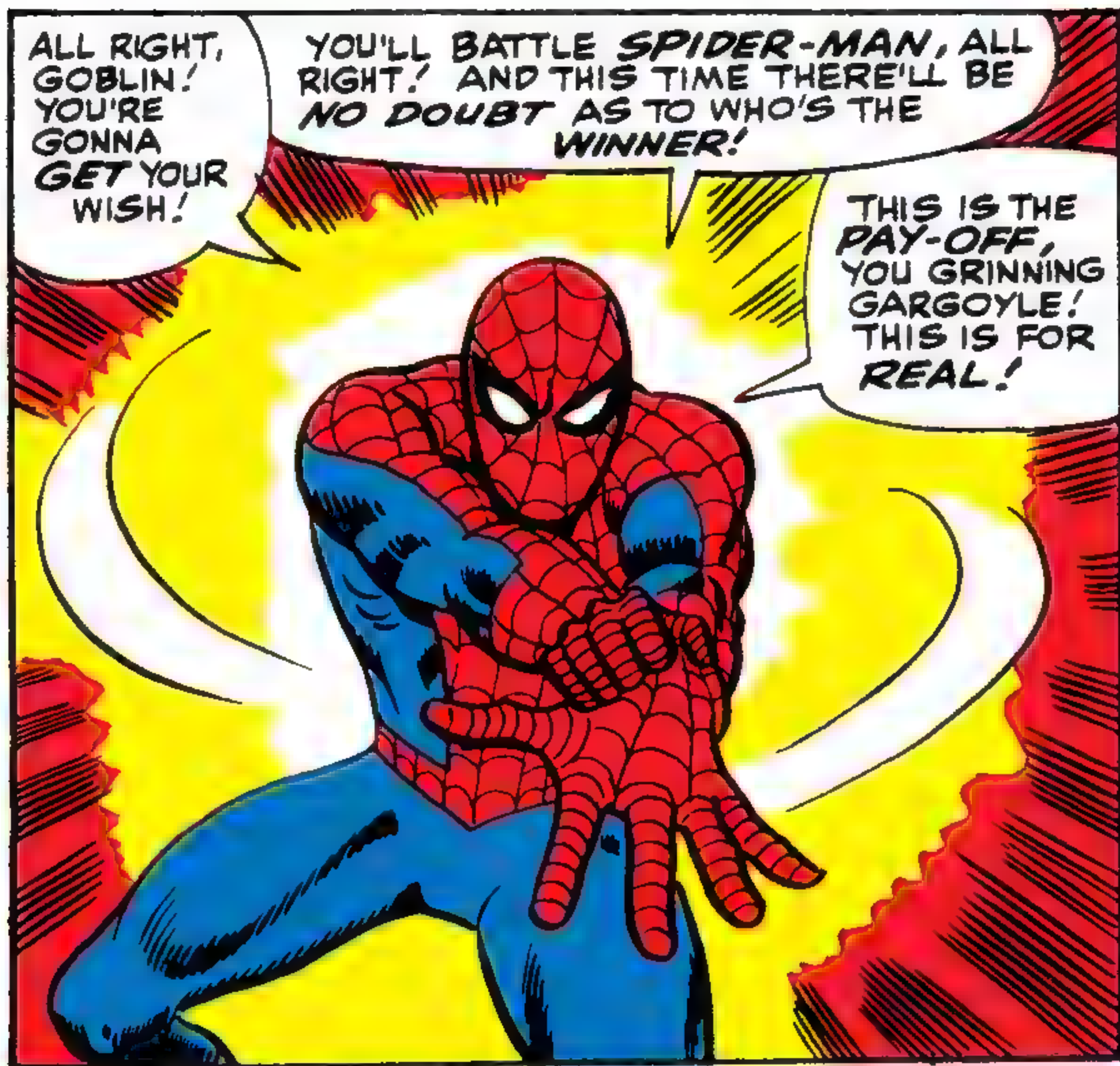
YOUR FINAL THOUGHT... BEFORE THE **END** COMES... WILL BE THAT I GAVE YOU EVERY CHANCE... AND **STILL** I DEFEATED YOU... UTTERLY AND **ETERNALLY!**

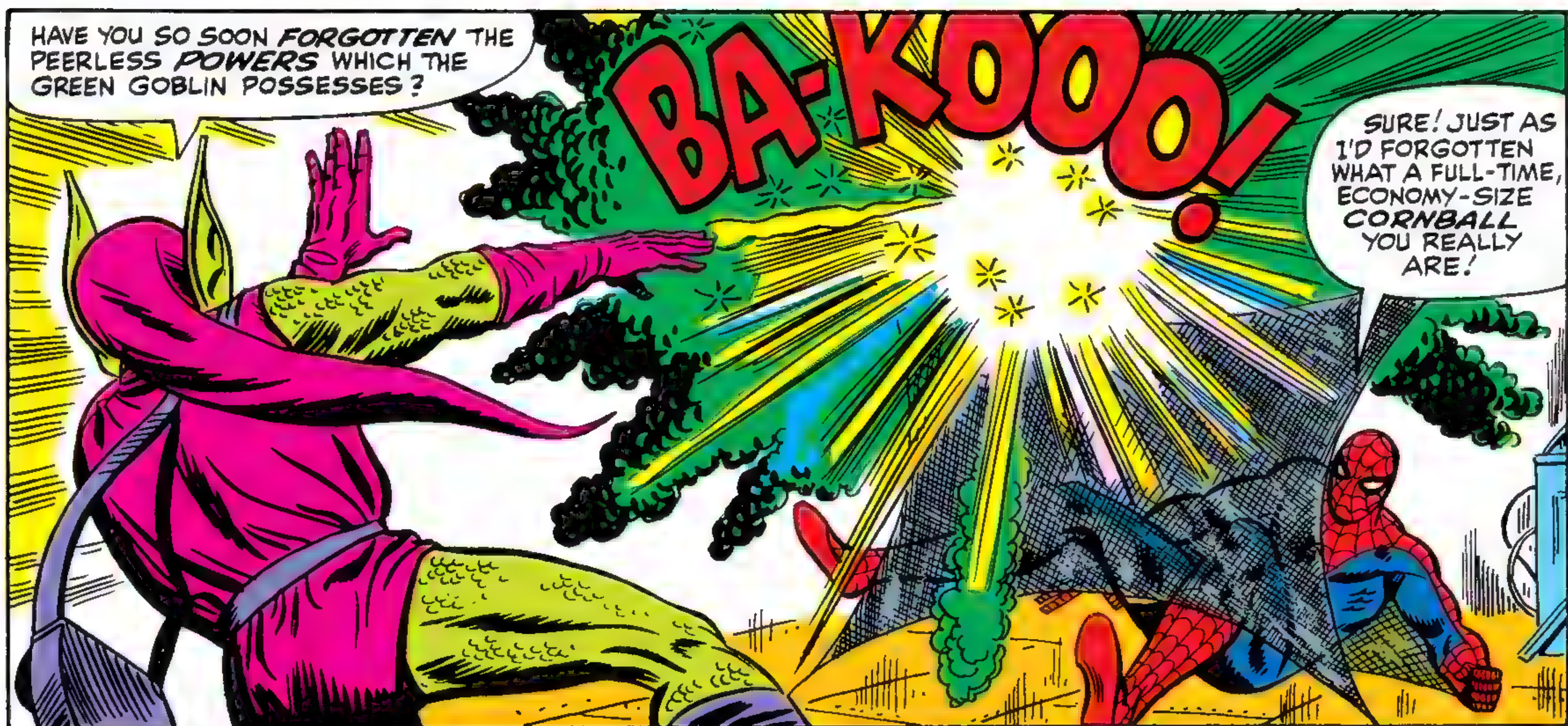
YOU FAST-TALKING **PHONY!** YOU **KNEW** I WAS ABOUT TO BREAK LOOSE **ANYWAY!** THAT'S WHY THE GRAND-STAND PLAY!

OKAY, PARKER! THIS MAY BE THE MOST FATEFUL FIGHT OF YOUR **LIFE!** SO DON'T FUMBLE THE BALL, FELLA... THERE'S TOO MUCH AT **STAKE!**

RRRAKX!



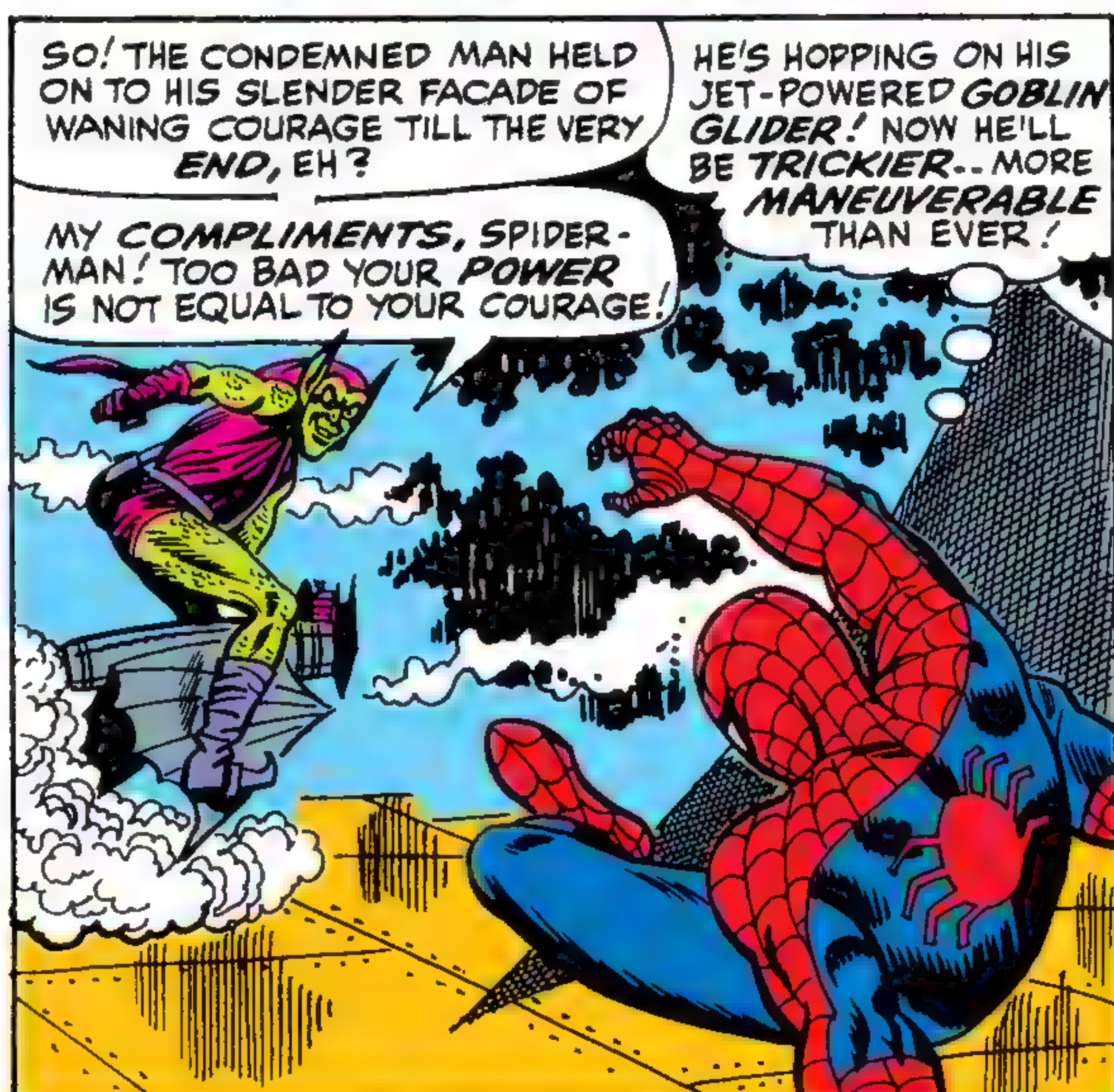




HAVE YOU SO SOON *FORGOTTEN* THE
PEERLESS *POWERS* WHICH THE
GREEN GOBLIN POSSESSES?

BA-KOOO!

SURE! JUST AS
I'D FORGOTTEN
WHAT A FULL-TIME,
ECONOMY-SIZE
CORNBALL
YOU REALLY
ARE!



SO! THE CONDEMNED MAN HELD
ON TO HIS SLENDER FACADE OF
WANING COURAGE TILL THE VERY
END, EH?

HE'S HOPPING ON HIS
JET-POWERED *GOBLIN*
GLIDER! NOW HE'LL
BE *TRICKIER*... MORE
MANEUVERABLE
THAN EVER!

MY *COMPLIMENTS*, SPIDER-
MAN! TOO BAD YOUR *POWER*
IS NOT EQUAL TO YOUR *COURAGE*!

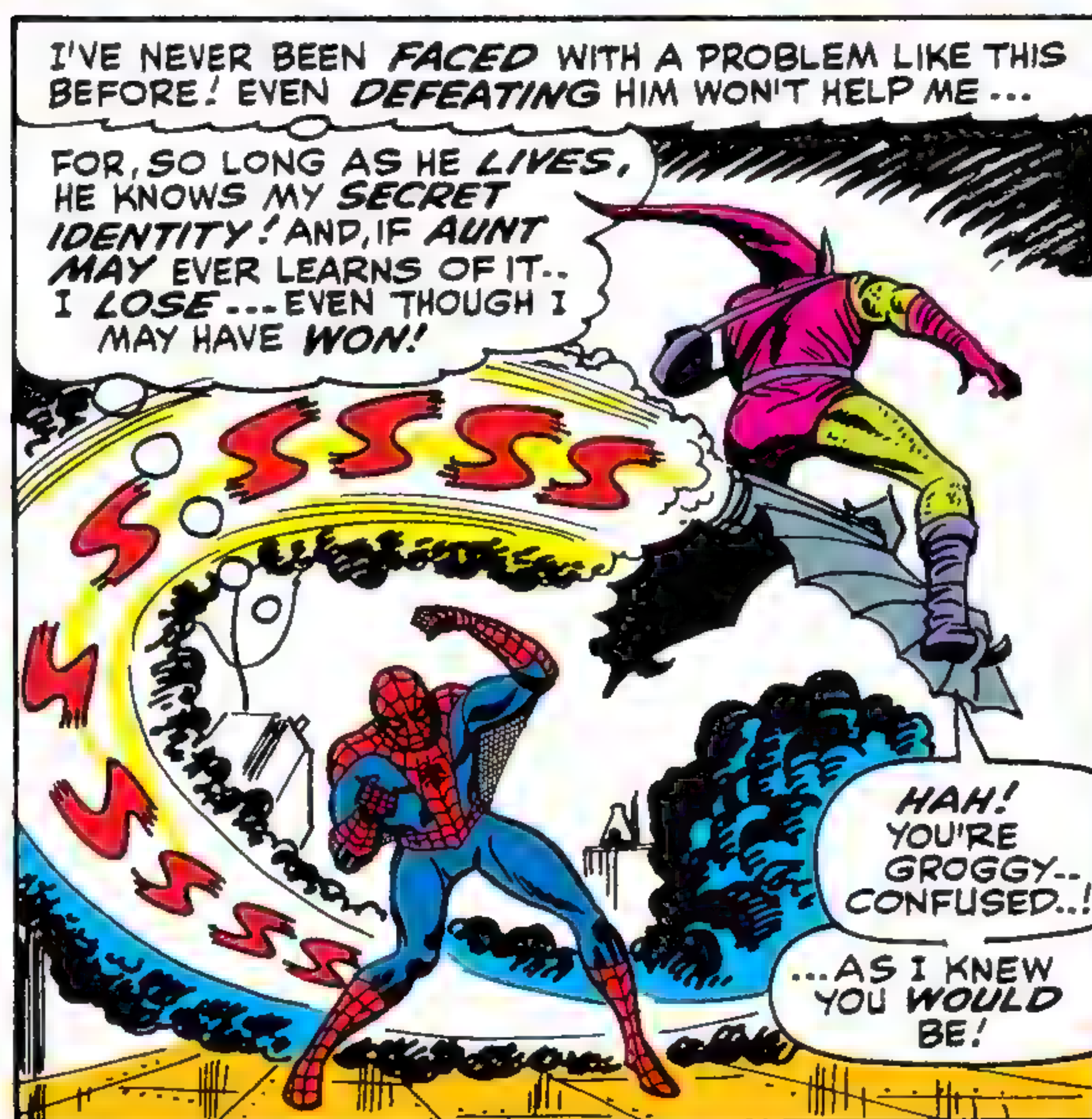


LET ME CAUTION YOU AGAINST
TRYING TO SNEAK UP *BEHIND*
ME...

...UNLESS YOU *ENJOY*
THE FULL BRUNT OF A
ROCKET BLAST!

WHOOSH!

HE'S *TOYING*
WITH ME! HE
FEELS SO
CONFIDENT,
THAT HE'S *WARN-*
ING ME IN *ADVANCE*!



I'VE NEVER BEEN *FACED* WITH A PROBLEM LIKE THIS
BEFORE! EVEN *DEFEATING* HIM WON'T HELP ME...

FOR, SO LONG AS HE *LIVES*,
HE KNOWS MY *SECRET*
IDENTITY! AND, IF *AUNT*
MAY EVER LEARNS OF IT..
I *LOSE*... EVEN THOUGH I
MAY HAVE *WON*!

HAH!
YOU'RE
GROGGY..
CONFUSED..!

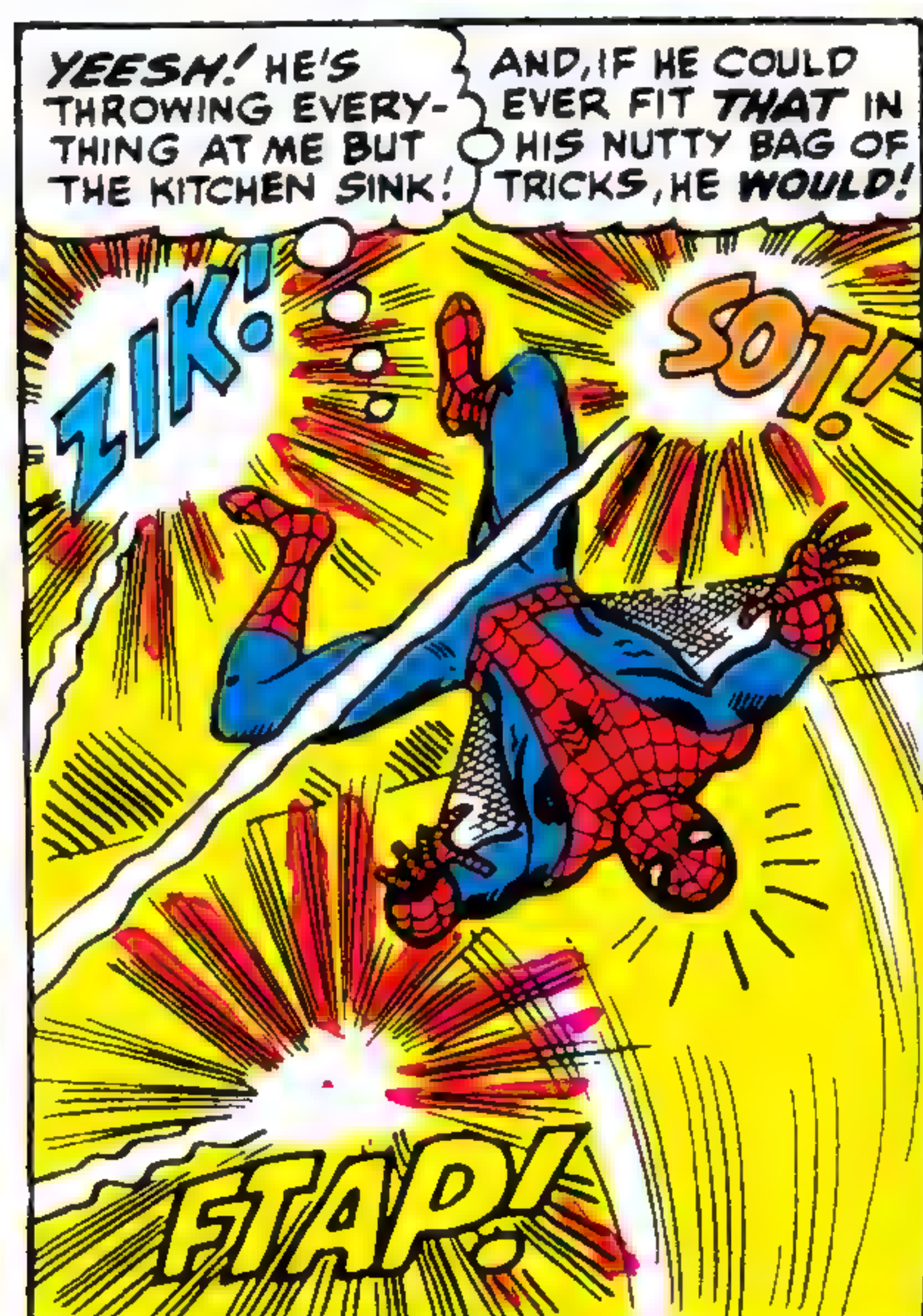
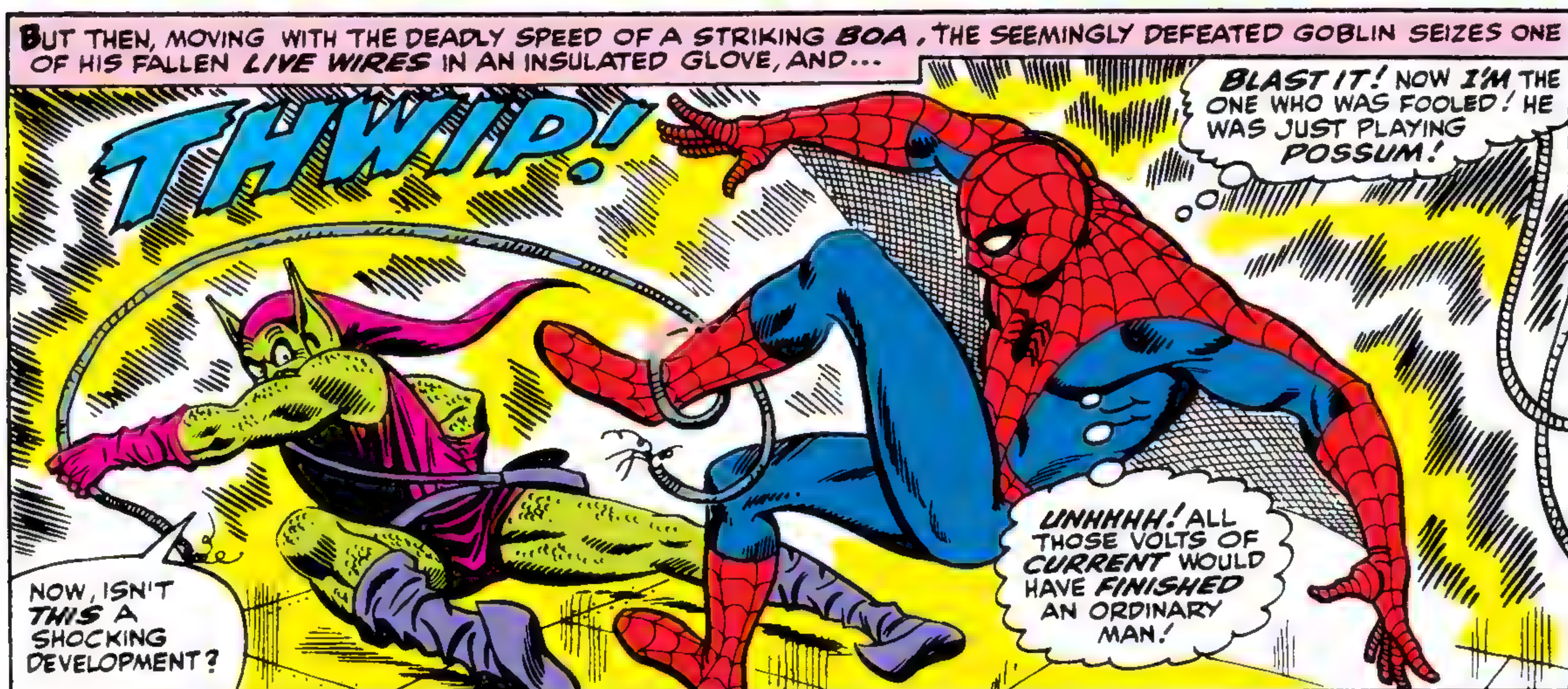
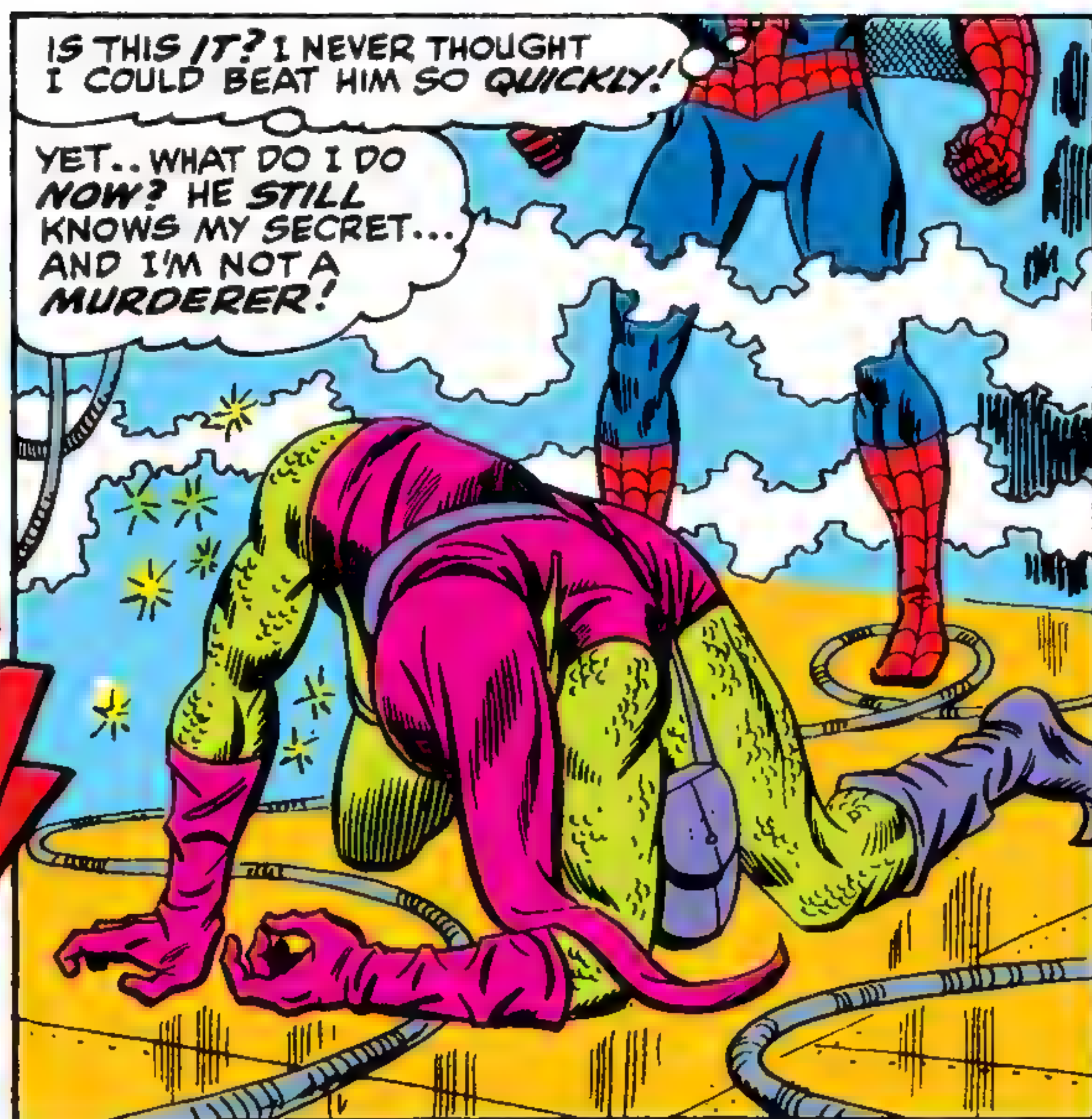
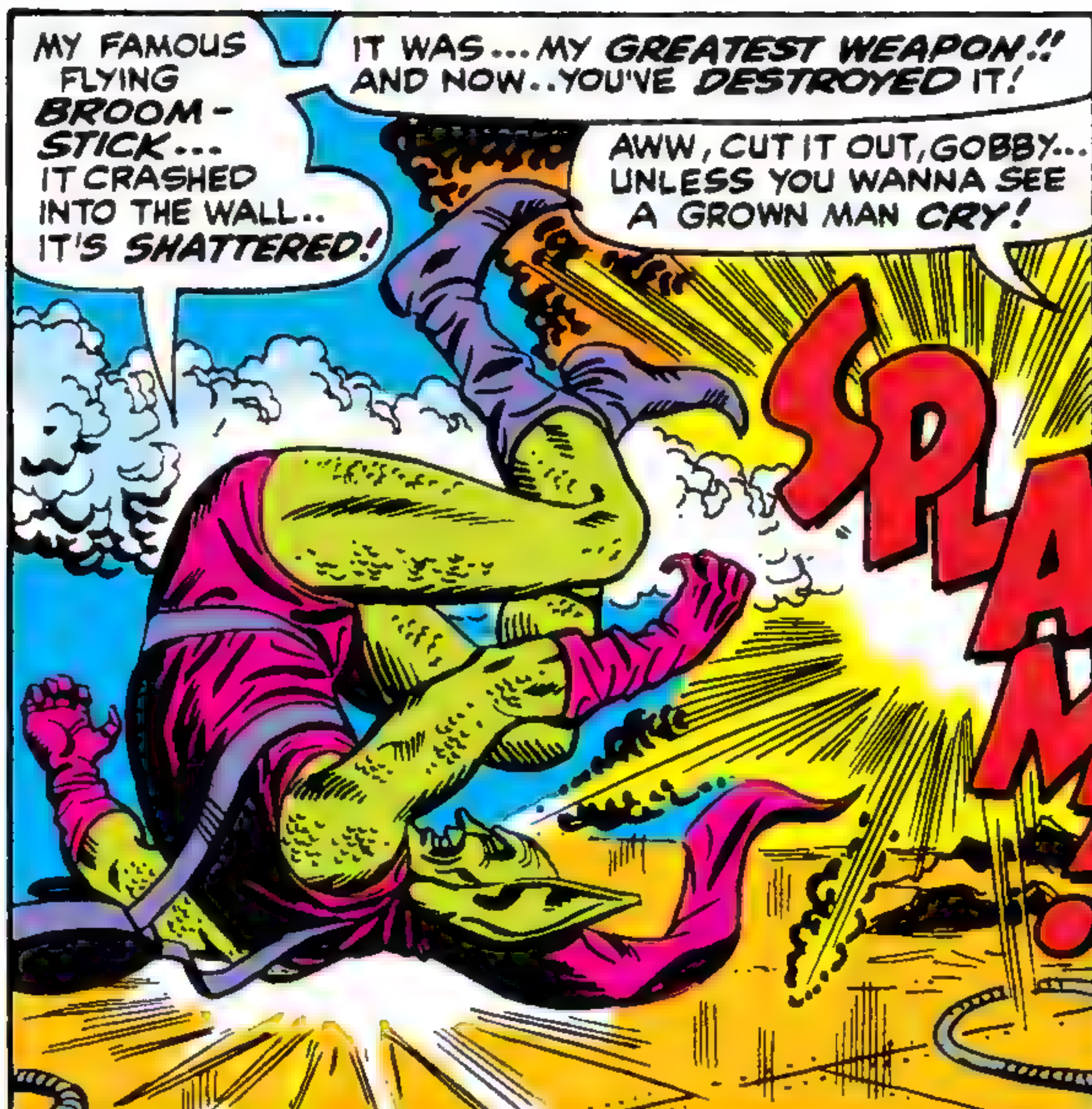
...AS I KNEW
YOU WOULD
BE!

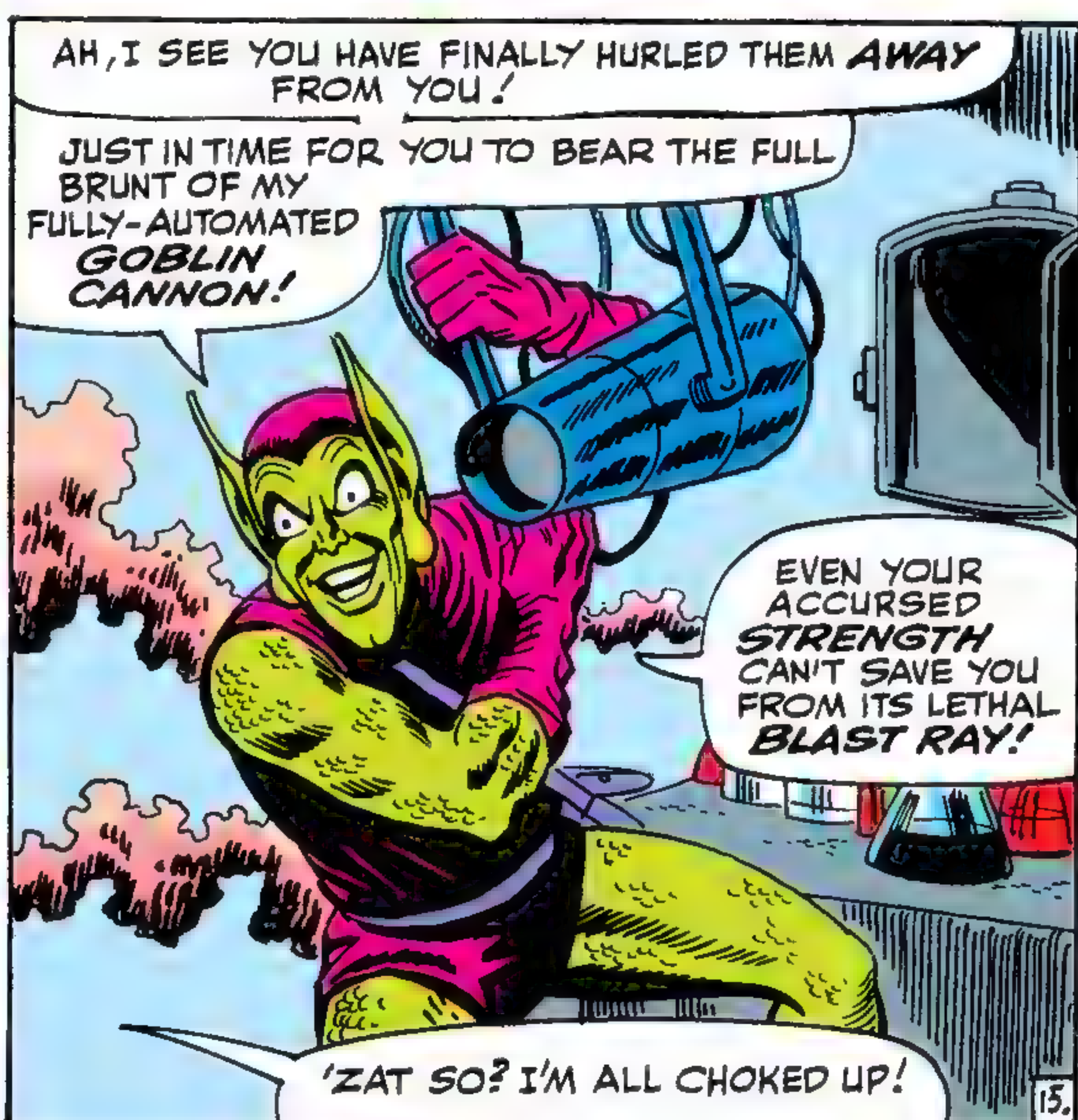
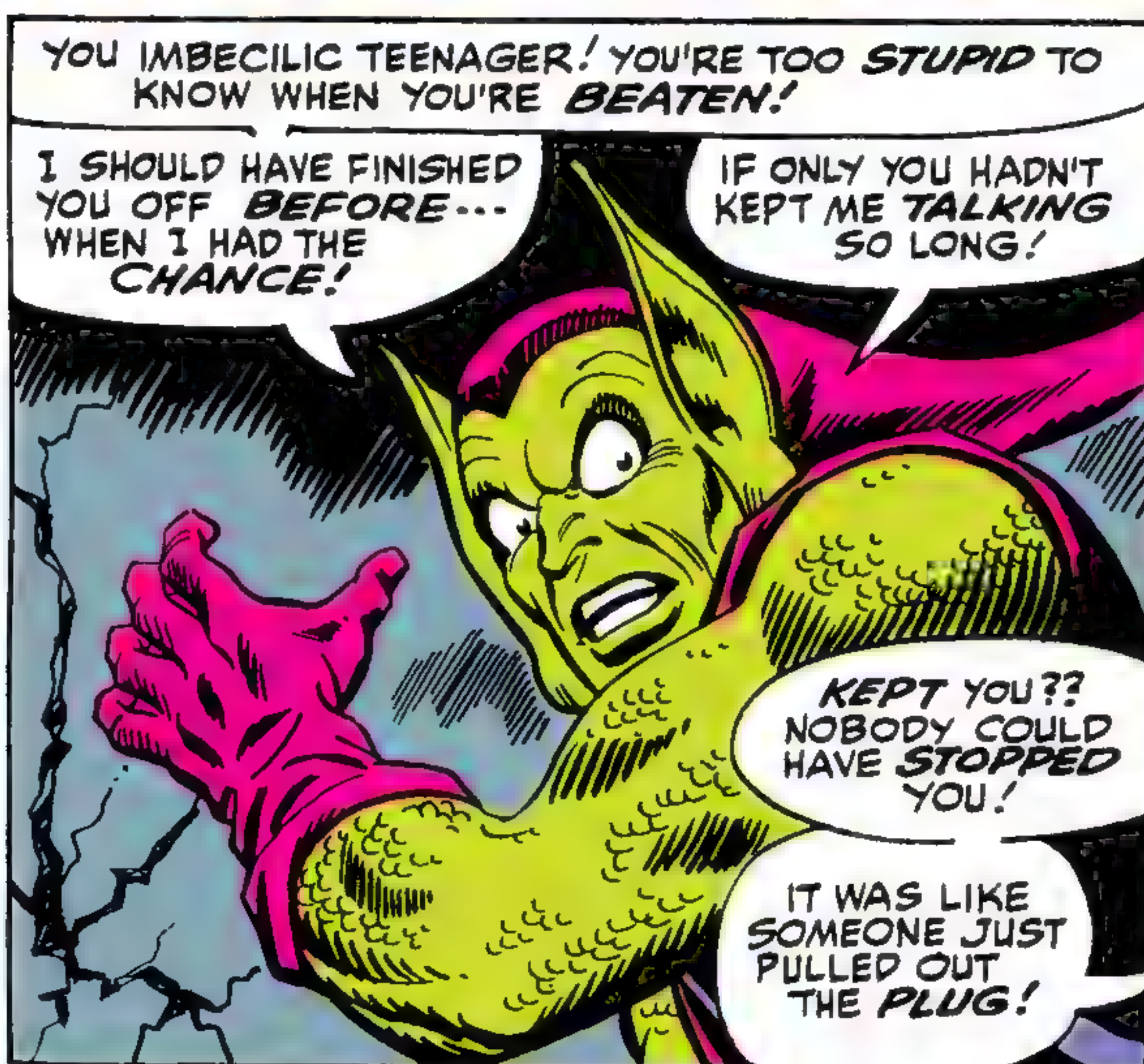
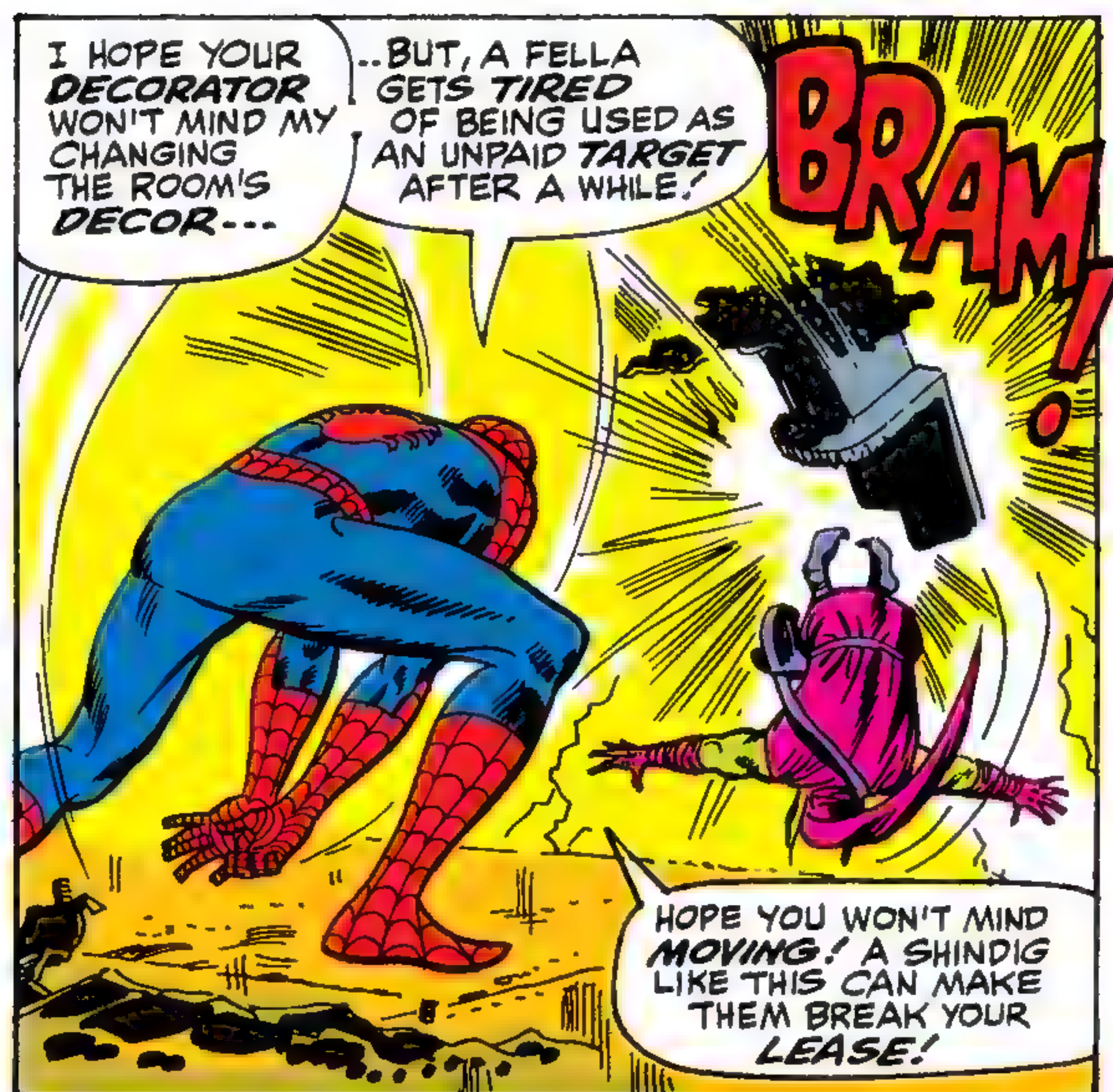


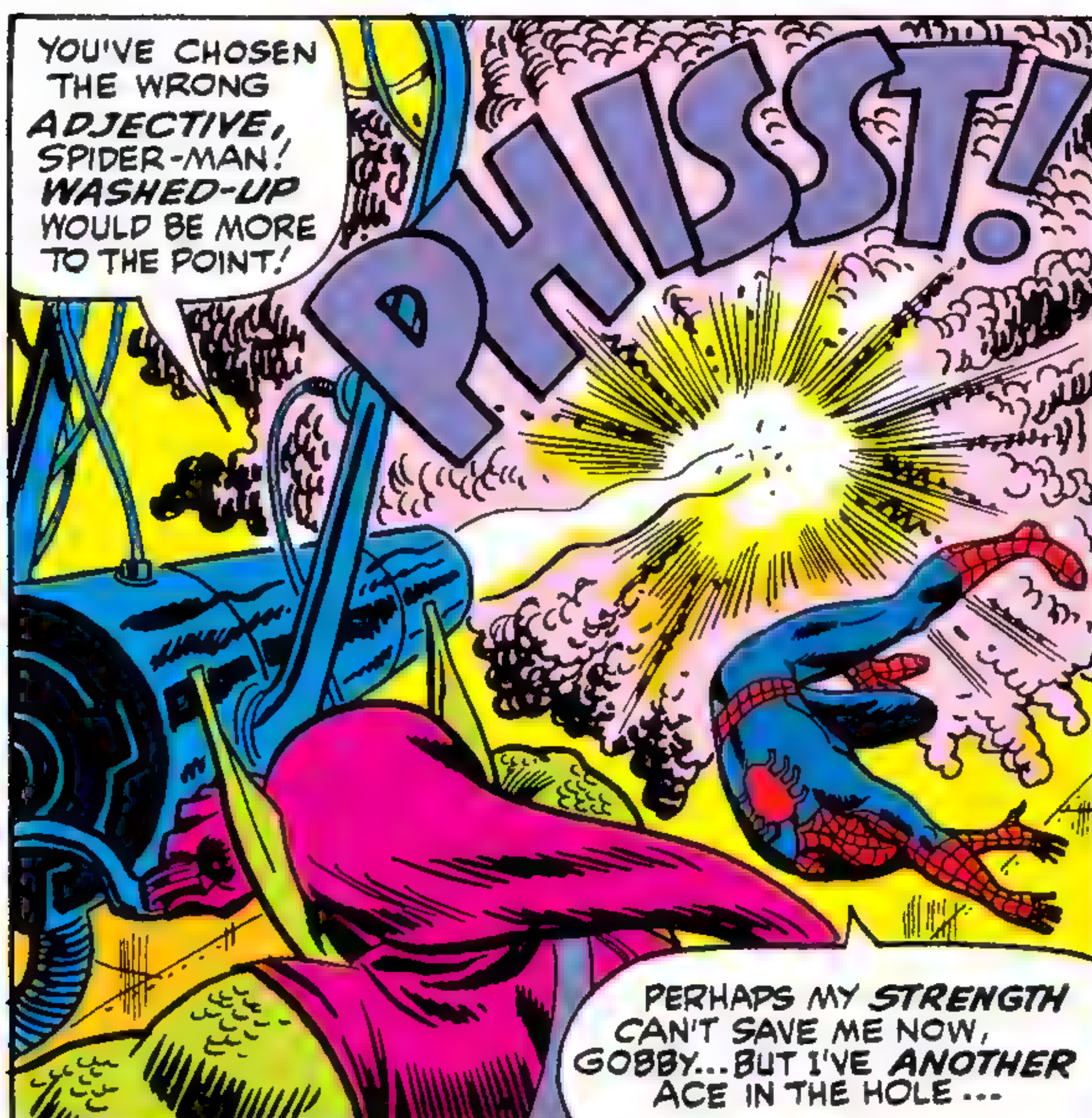
SO, NOW I FINISH
YOU OFF, AND...
UNHHH!

WOK!

THANKS,
GOBBY! I
HOPED YOU'D
COME WITHIN
REACH IF I ACTED
HELPLESS ENOUGH!









IT'S OVER!
BUT...HE ISN'T
MOVING!

IS HE TRYING ANOTHER
TRICK? NO...IT CAN'T
BE! I SAW WHAT
HAPPENED! NOBODY
COULD FAKE SOMETHING
LIKE THAT!

THERE'S ONLY
ONE THING
I HAVE TO
FIND OUT...IS
HE...STILL
ALIVE?!!

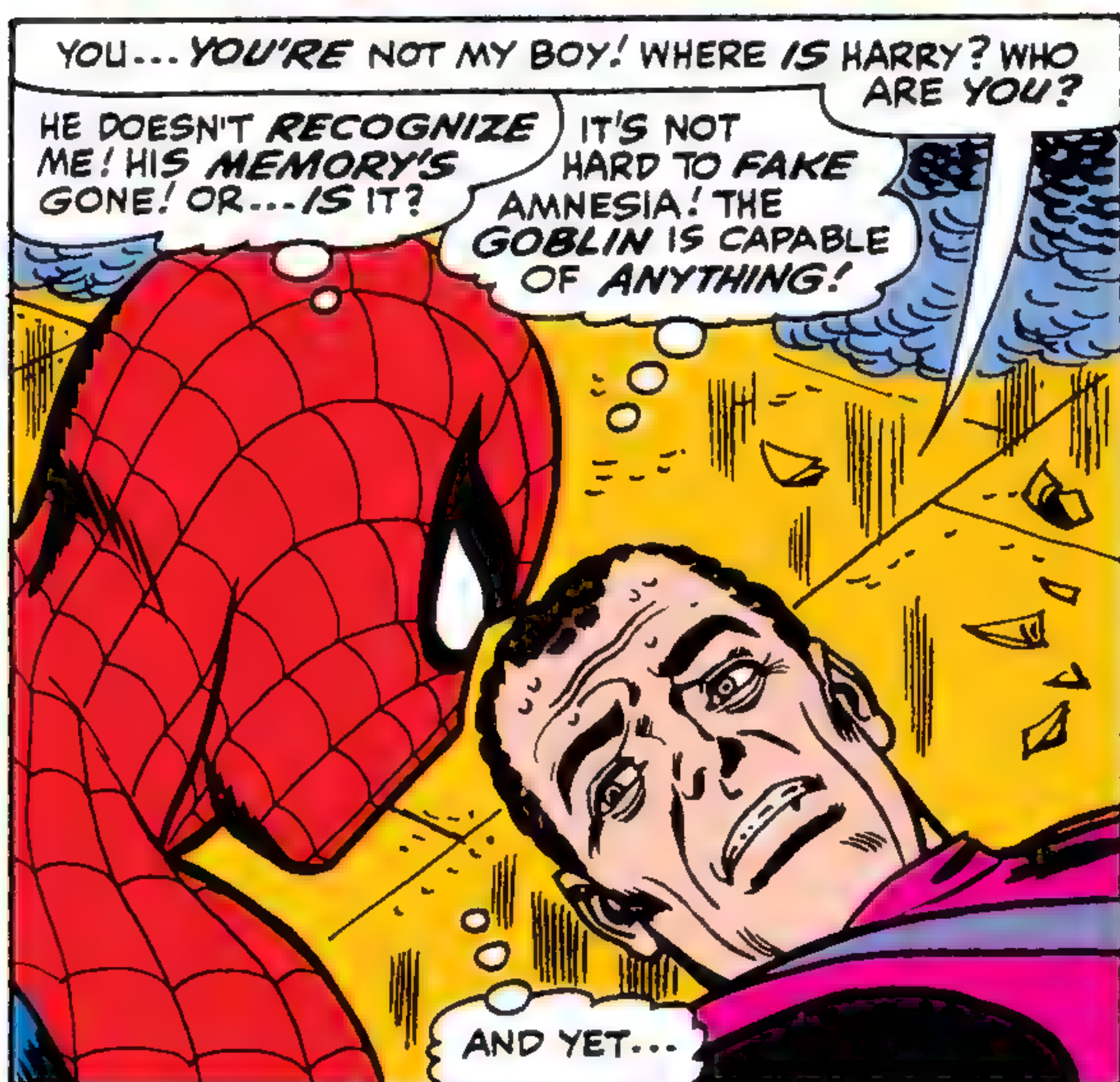


I FEEL A PULSE! HE'S STILL BREATHING! THANK
HEAVEN I DIDN'T KILL HIM!

BUT...IT'S THE ONE RESULT
I FEARED! I'VE CONCLUSIVELY
DEFEATED HIM...YET, HOW CAN
I PREVENT HIM FROM BETRAYING
MY SECRET AFTER I'VE
TURNED HIM OVER TO
THE POLICE??

HE'S STARTING
TO SPEAK! HE'S
MUMBLING A NAME...

HARRY...
MY SON...
HARRY...!

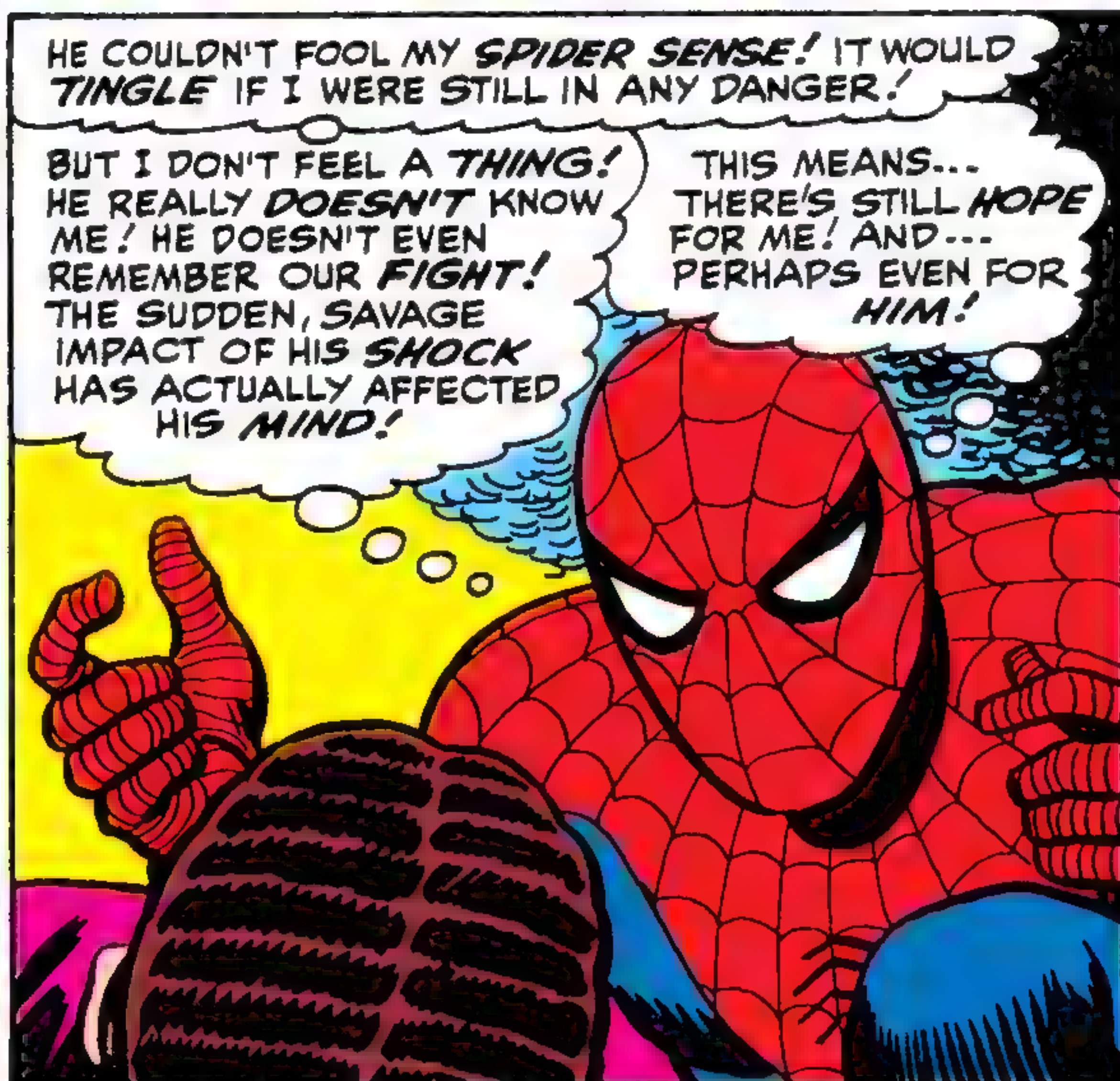


YOU... YOU'RE NOT MY BOY! WHERE IS HARRY? WHO
ARE YOU?

HE DOESN'T RECOGNIZE
ME! HIS MEMORY'S
GONE! OR...IS IT?

IT'S NOT
HARD TO FAKE
AMNESIA! THE
GOBLIN IS CAPABLE
OF ANYTHING!

AND YET...



HE COULDN'T FOOL MY SPIDER SENSE! IT WOULD
TINGLE IF I WERE STILL IN ANY DANGER!

BUT I DON'T FEEL A THING!
HE REALLY DOESN'T KNOW
ME! HE DOESN'T EVEN
REMEMBER OUR FIGHT!
THE SUDDEN, SAVAGE
IMPACT OF HIS SHOCK
HAS ACTUALLY AFFECTED
HIS MIND!

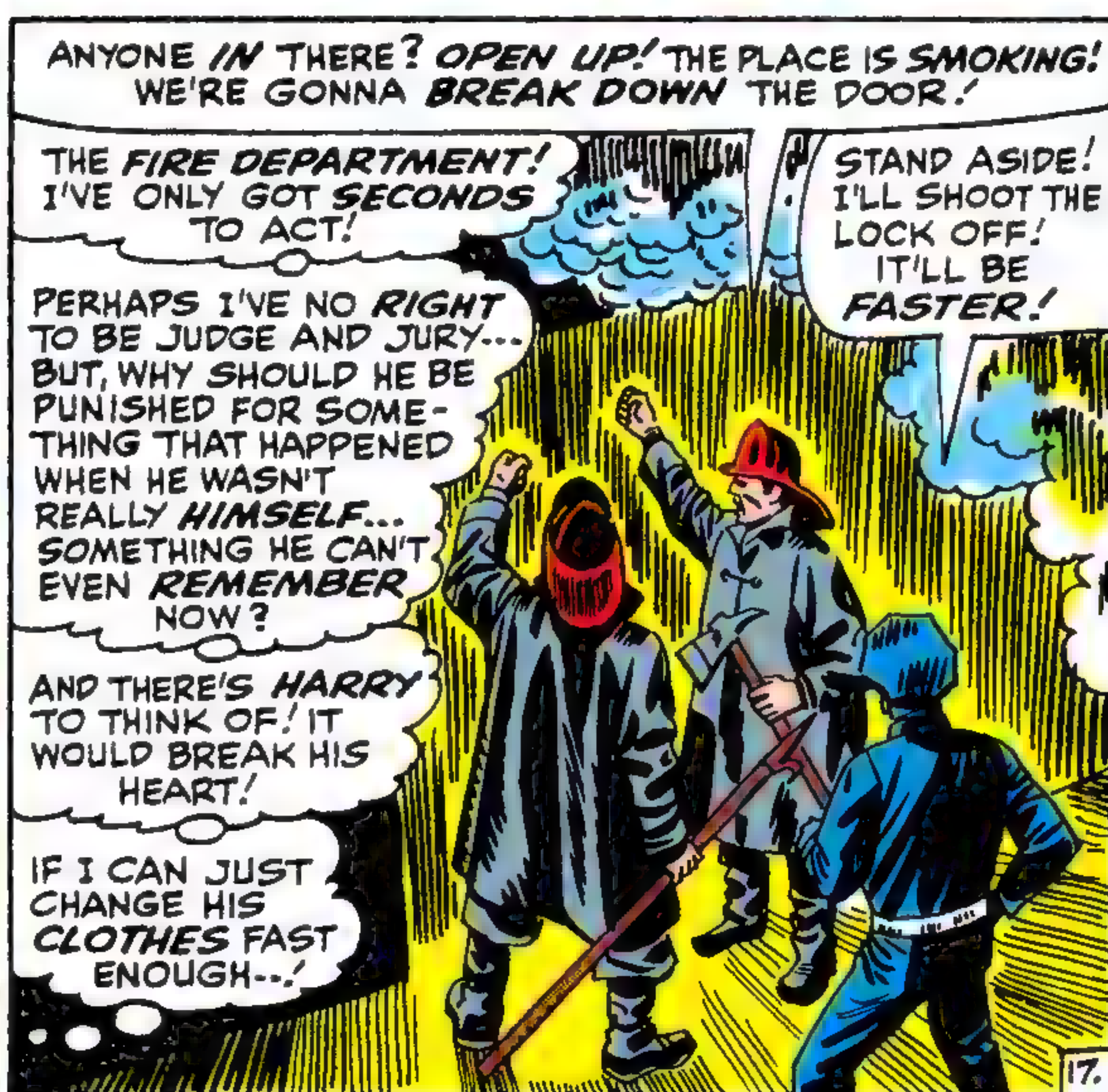
THIS MEANS...
THERE'S STILL HOPE
FOR ME! AND...
PERHAPS EVEN FOR
HIM!



WHY AM I WEARING THIS STRANGE COSTUME? WHERE
AM I? I...I MUST SEE MY SON! I HAVE TO HELP HIM
...WITH HIS BIO...!

IT'S INCREDIBLE! HE THINKS
HARRY IS STILL IN HIGH SCHOOL!
HIS MEMORY OF THE LAST FEW
YEARS IS COMPLETELY GONE!

HE HAS NO
KNOWLEDGE OF
BEING THE GREEN
GOBLIN!



ANYONE IN THERE? OPEN UP! THE PLACE IS SMOKING!
WE'RE GONNA BREAK DOWN THE DOOR!

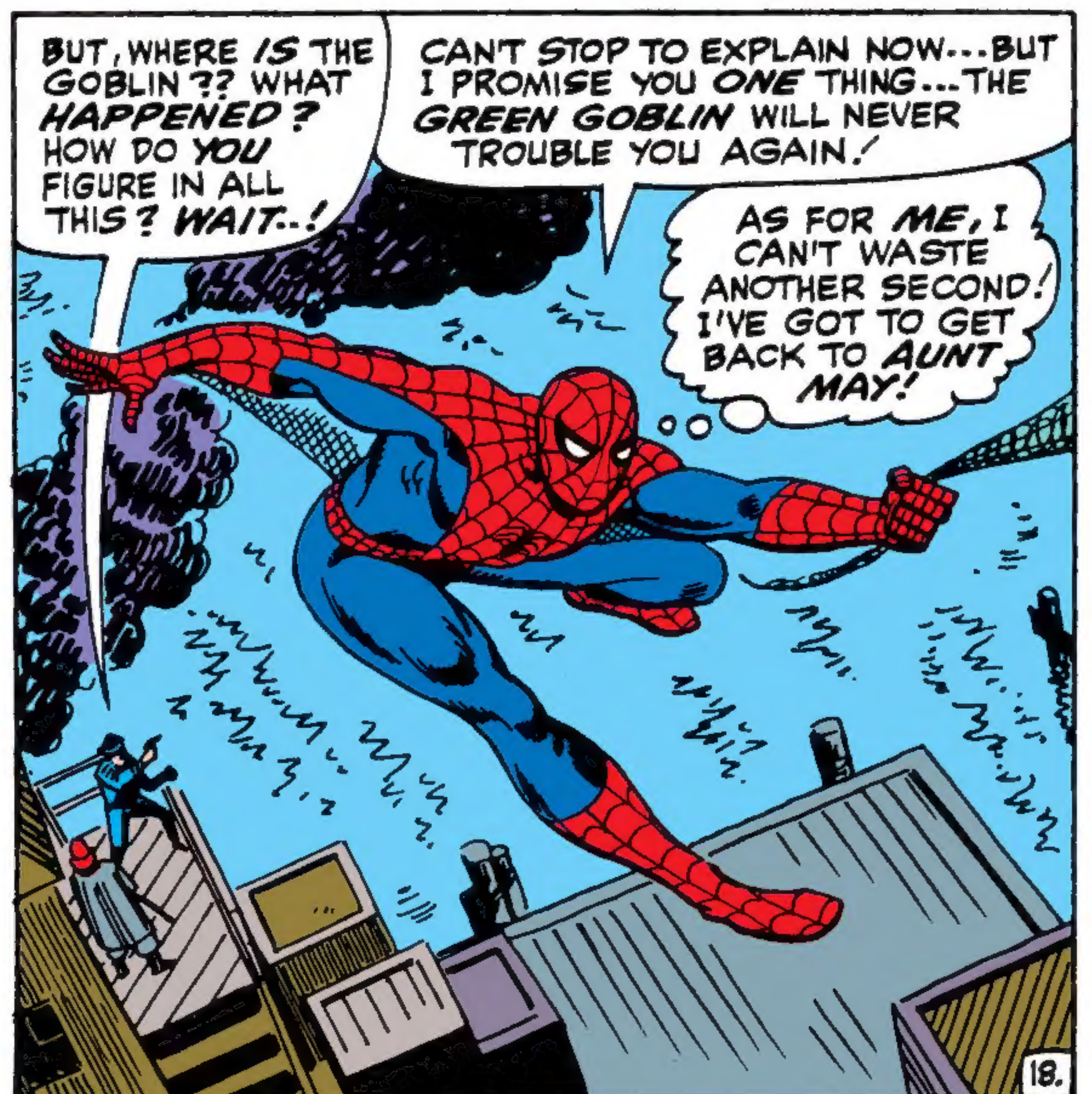
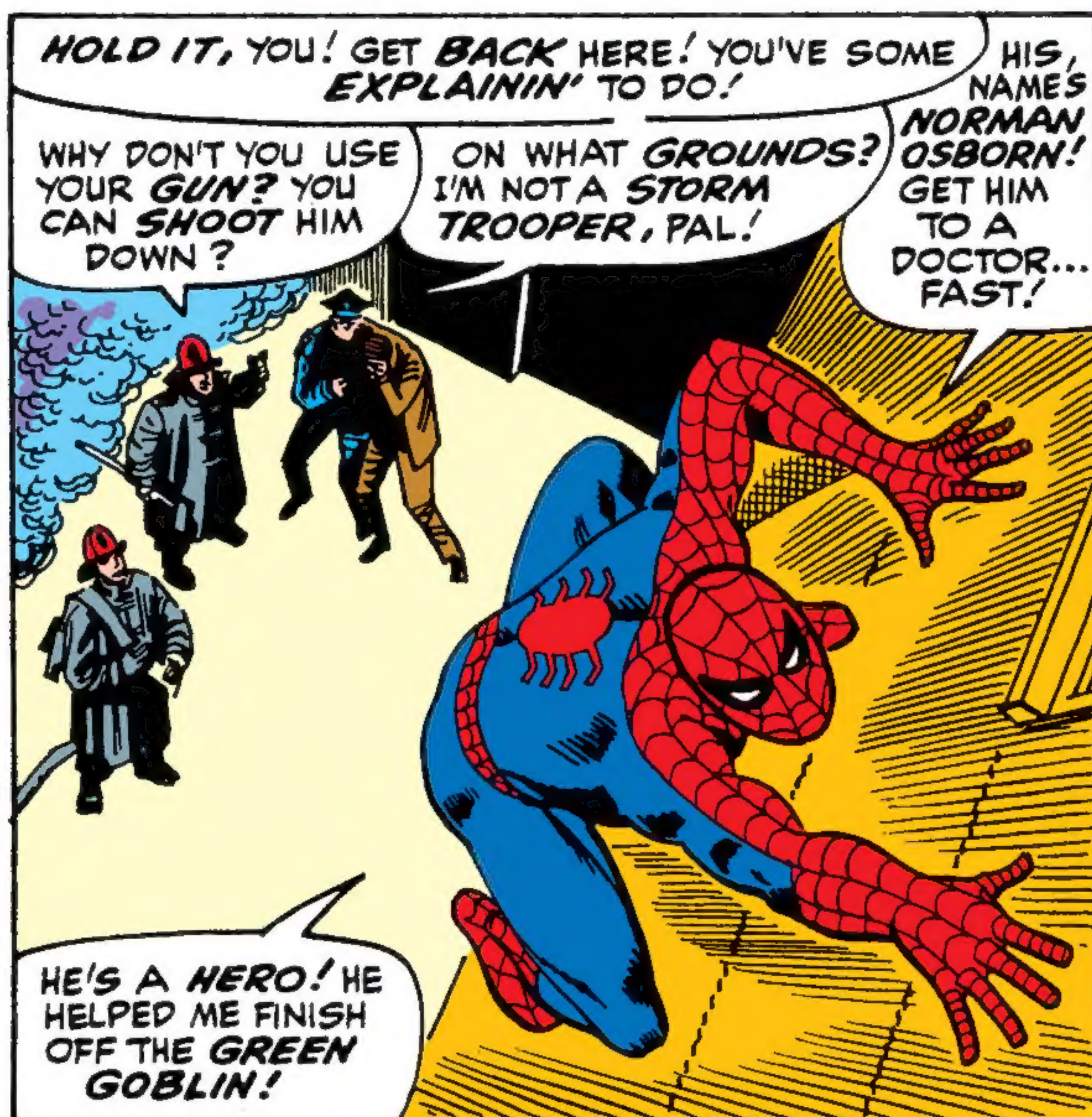
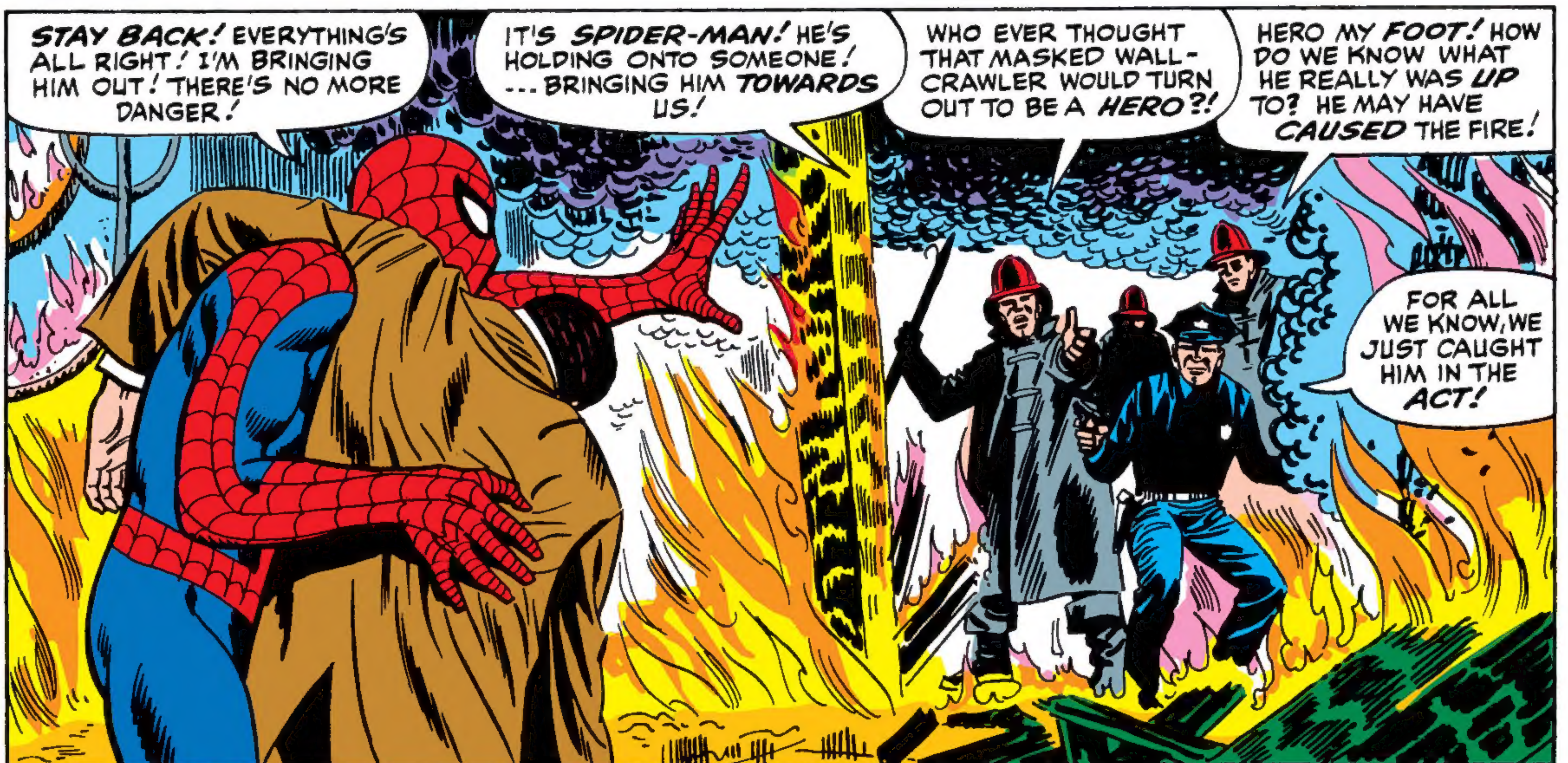
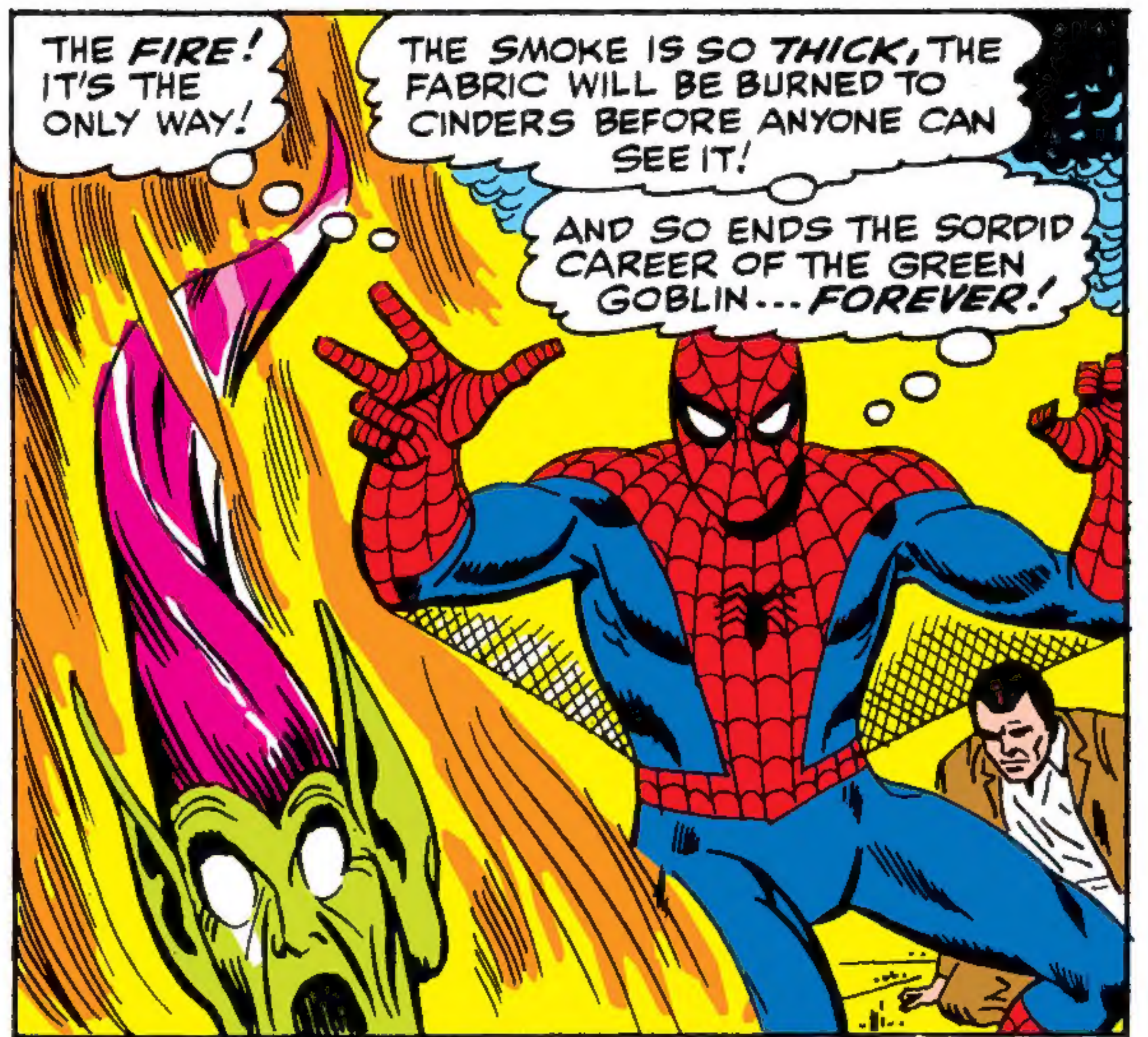
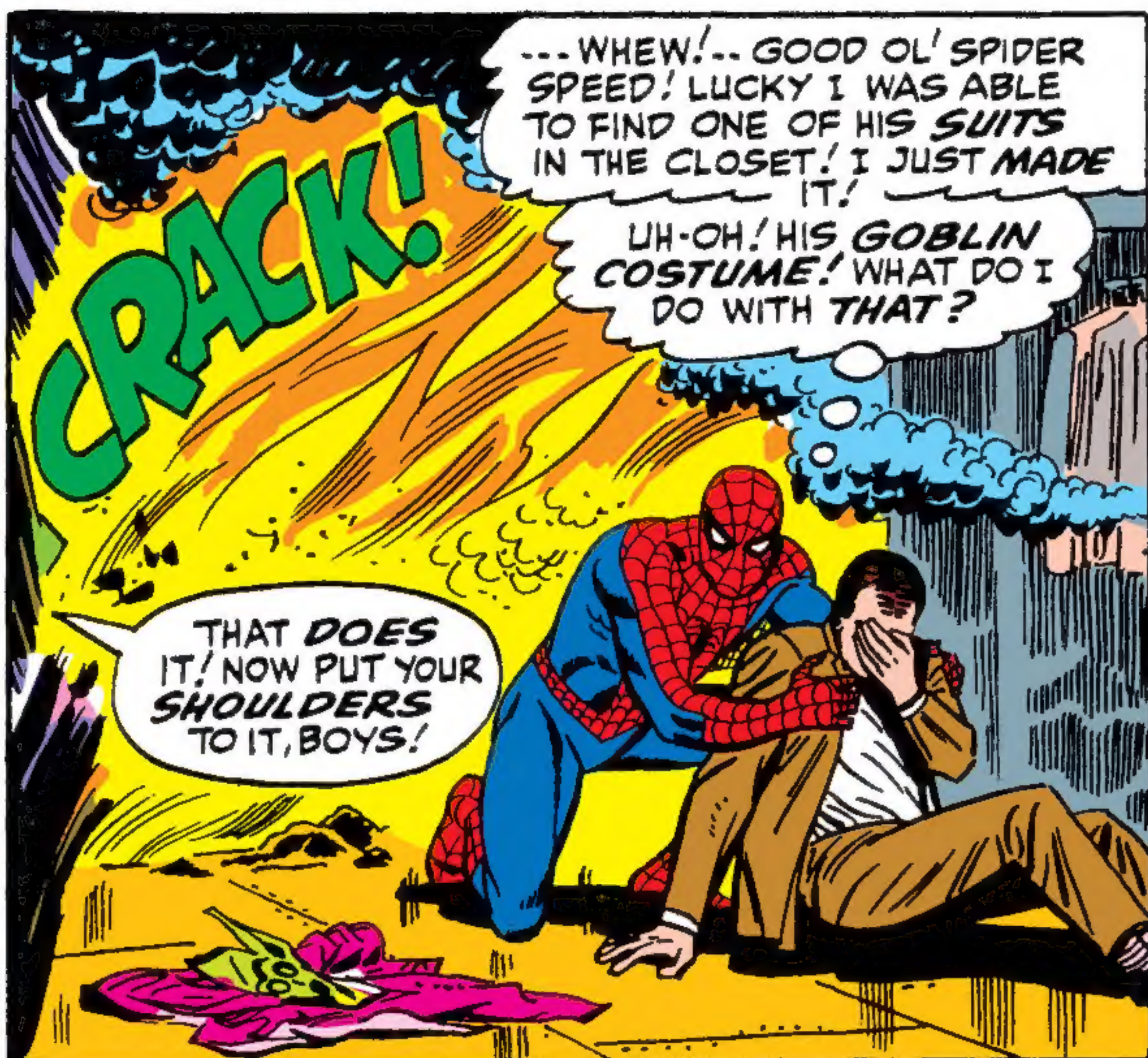
THE FIRE DEPARTMENT!
I'VE ONLY GOT SECONDS
TO ACT!

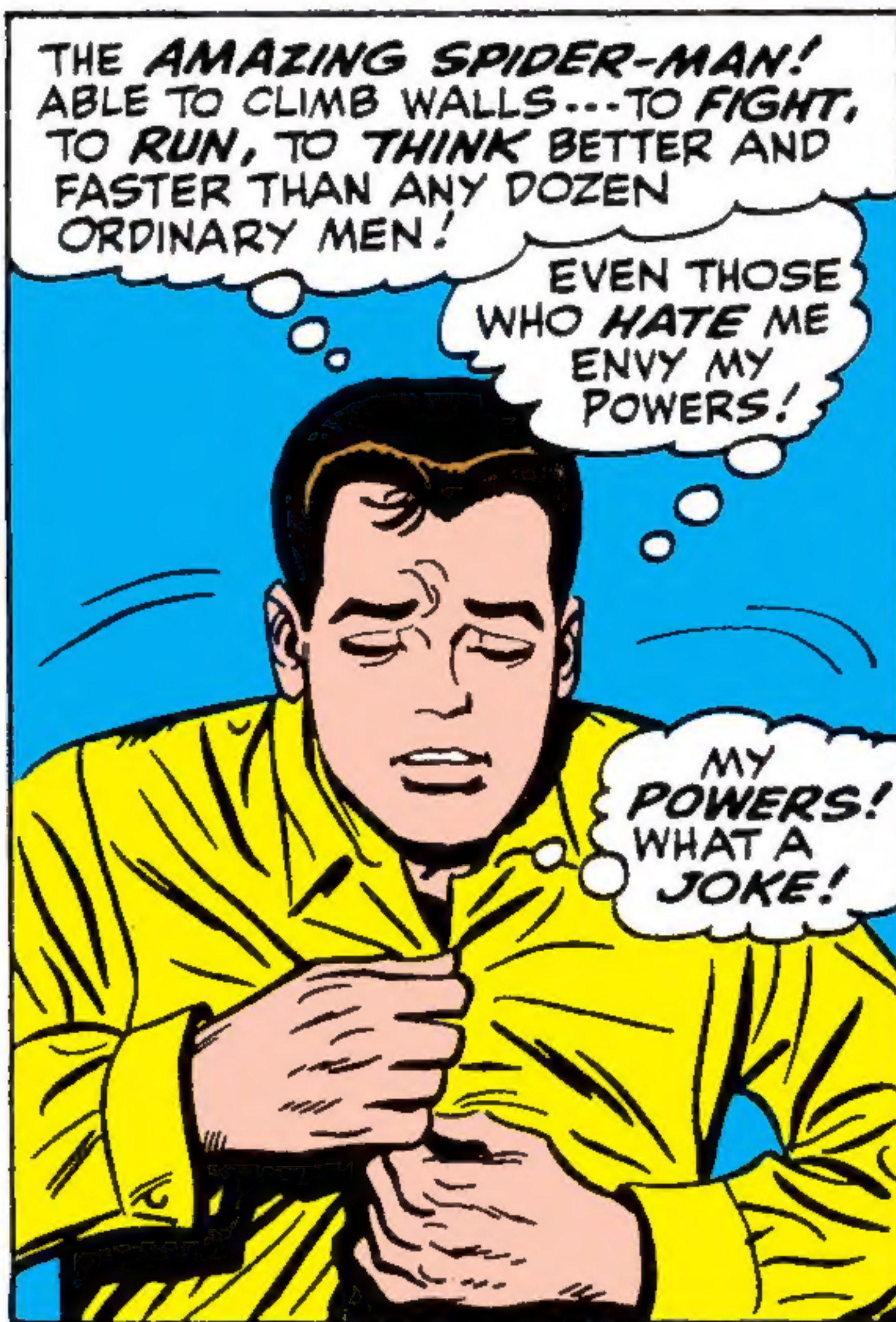
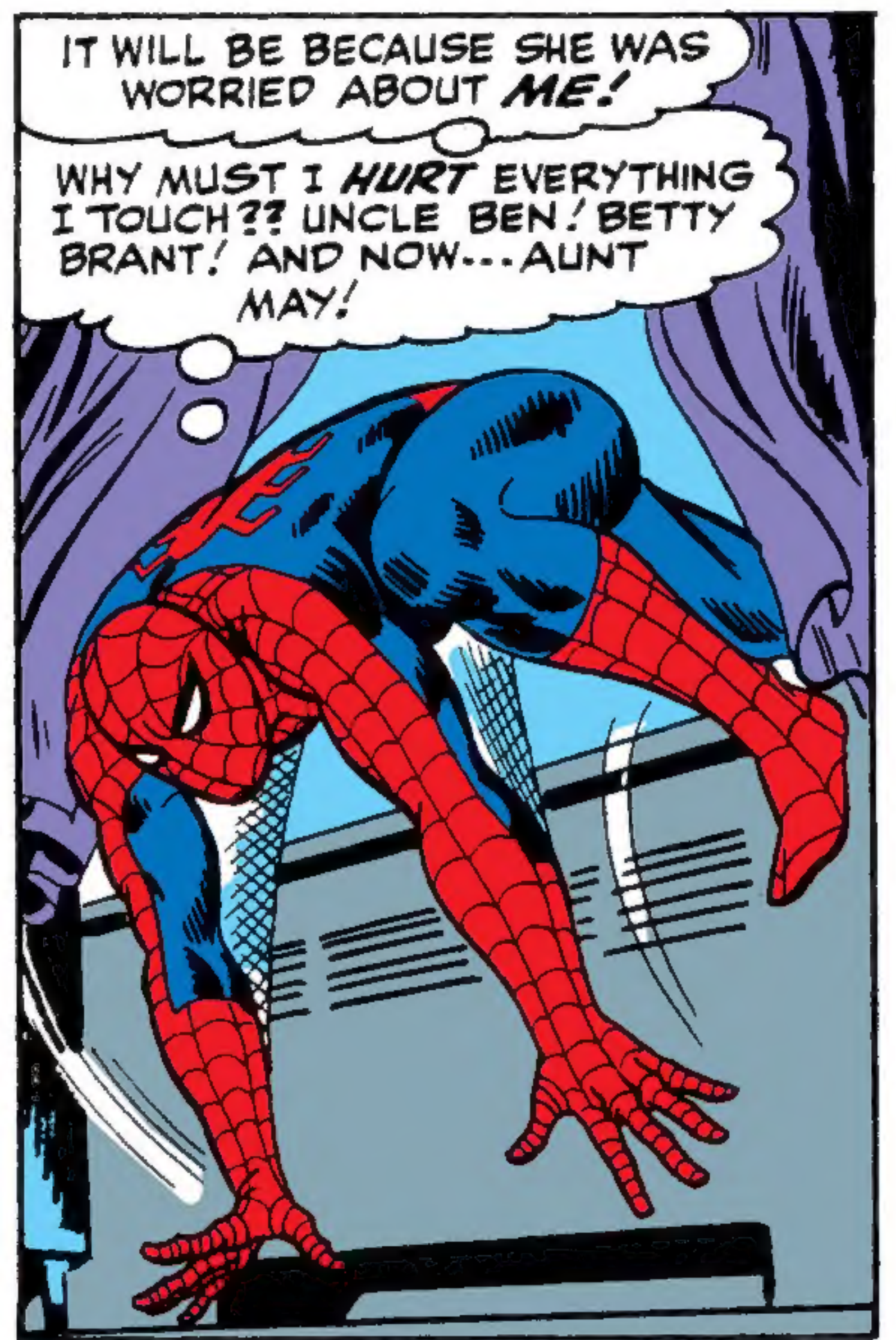
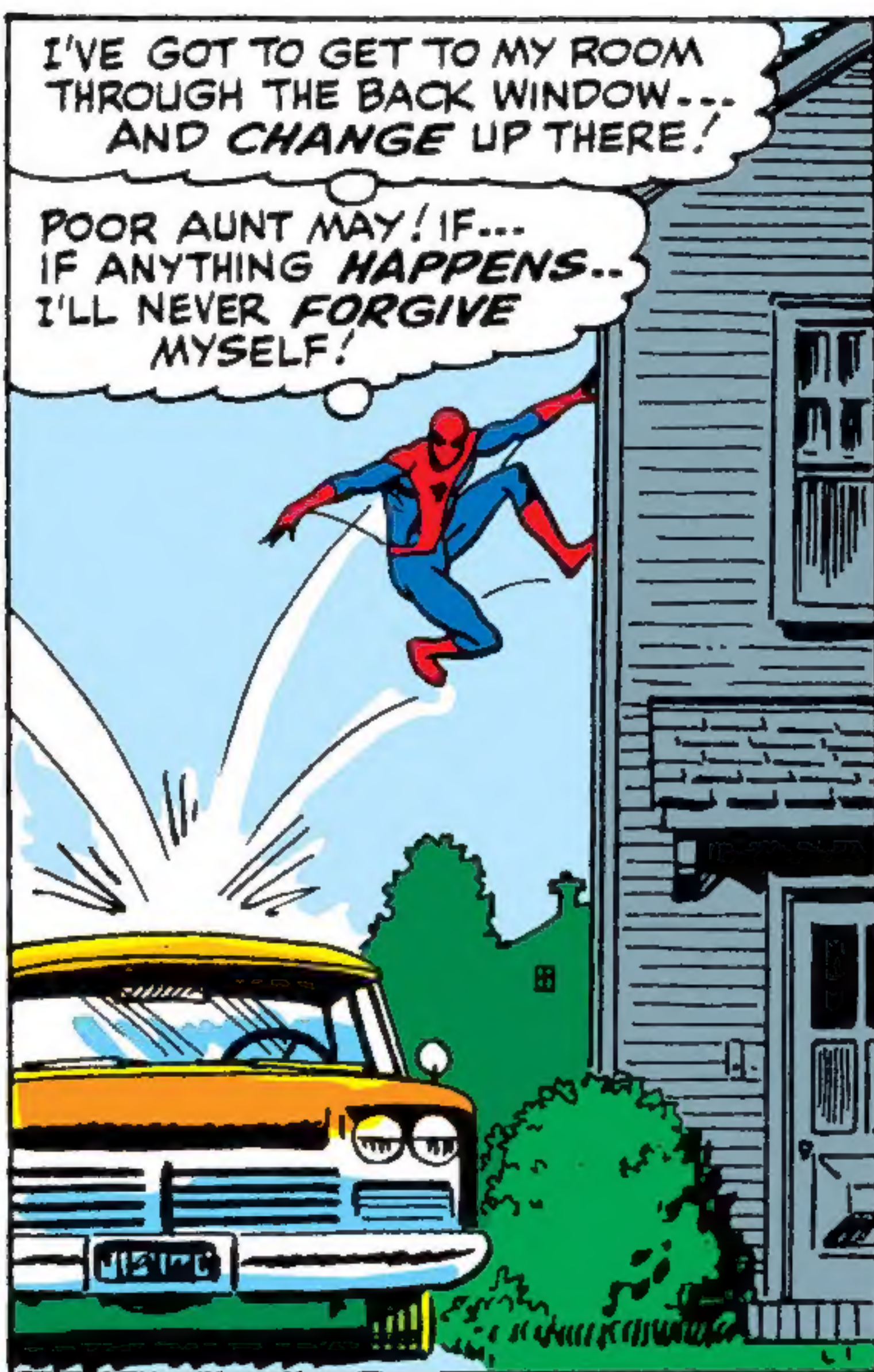
STAND ASIDE!
I'LL SHOOT THE
LOCK OFF!
IT'LL BE
FASTER!

PERHAPS I'VE NO RIGHT
TO BE JUDGE AND JURY...
BUT, WHY SHOULD HE BE
PUNISHED FOR SOME-
THING THAT HAPPENED
WHEN HE WASN'T
REALLY HIMSELF...
SOMETHING HE CAN'T
EVEN REMEMBER
NOW?

AND THERE'S HARRY
TO THINK OF! IT
WOULD BREAK HIS
HEART!

IF I CAN JUST
CHANGE HIS
CLOTHES FAST
ENOUGH...!





LUCKILY, I REACHED HER IN TIME TO PREVENT ANY SERIOUS ILL EFFECTS!

BUT, IF IT HAPPENS AGAIN... IT MAY BE TOO LATE!

IT... *WON'T* HAPPEN AGAIN, DOCTOR!

I HOPE NOT, MY BOY! FOR THE SAKE OF BOTH OF YOU!

AFTER THE DOOR CLOSES QUIETLY BEHIND HIM, A BROODING PETER PARKER MAINTAINS SILENT VIGIL THROUGH THE LONG, LONELY, SEEMINGLY ENDLESS HOURS, UNTIL...

PETER! IS.. IS THAT YOU?

AUNT MAY! YOU'RE AWAKE! YOU'RE ALL RIGHT!

OF COURSE I AM, DEAR... NOW THAT YOU'RE HERE!

BUT, IT WAS SO LATE! AND YOU HADN'T CALLED! I DIDN'T KNOW WHAT TO THINK! THE CITY STREETS CAN BE SO CRUEL... SO DANGEROUS!

SHE'S OKAY! THAT'S ALL THAT MATTERS! SHE'S OKAY!

WHERE WERE YOU, PETER?

IT BUGS ME TO LIE... BUT HOW CAN I TELL HER I WAS FIGHTING FOR MY LIFE AGAINST A DEADLY MADMAN IN A BURNING BUILDING?

IT'S ALL MY FAULT, AUNT MAY! I WAS STUDYING WITH ONE OF MY CLASSMATES, AND WE JUST FORGOT HOW LATE IT WAS GETTING!

YOU POOR DEAR! I KNOW HOW MUCH YOUR SCHOLARSHIP MEANS TO YOU... AND HOW YOU WANT TO REMAIN AT THE HEAD OF THE DEAN'S LIST!

BUT YOU SIMPLY *MUSTN'T* SPEND SO MUCH TIME STUDYING! YOU NEED SOME FRESH AIR.. SOME EXERCISE!

IN FACT, LOOK HOW FLUSHED YOUR FACE IS NOW!

I DO DECLARE! YOU HAVE A FEVER!

AUNT MAY... THIS IS RIDICULOUS! I FEEL FINE! IT'S I WHO SHOULD BE LOOKING AFTER YOU!

NONSENSE, PETER! YOU KNOW HOW FRAGILE YOU ARE! THIS WARM BROTH AND A GOOD NIGHT'S SLEEP WILL DO YOU A WORLD OF GOOD!

JUST KNOWING THAT YOU'RE HOME SAFE AGAIN HAS MADE ME FEEL LIKE A NEW WOMAN!

MY HEAD WAS WARM BECAUSE I WAS SO NEAR THE FLAMES FOR SO LONG! BUT... MY BEST BET IS TO LET HER MINISTER TO ME! IT'S GOOD THERAPY FOR HER!

AND, IN AN EXPENSIVE HOSPITAL ROOM, ON THE FASHIONABLE EAST SIDE OF MANHATTAN... A FATHER AND SON SEEM TO FIND EACH OTHER AGAIN... AS THOUGH AFTER AN ABSENCE OF MANY LONG, NOW-FORGOTTEN YEARS...

DON'T WORRY, DAD! EVERYTHING WILL BE ALL RIGHT... WE'RE TOGETHER AGAIN!

I CAN'T REMEMBER WHAT HAPPENED, SON... THESE PAST FEW YEARS SEEM TO BE FOREVER BURIED... FOREVER LOST TO ME!

BUT, THE FUTURE LIES AHEAD... AND IT WILL BE A GOOD ONE.. FOR BOTH OF US! SOMEHOW I KNOW THAT NOW!

NEXT ISSUE:

DON'T MISS PETER PARKER'S STARTLING DECISION

PLUS...

AN ALL-NEW, FANTASTICALLY POWERFUL SUPER-FOE FOR SPIDEY!

'NUFF SAID!

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